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HUNGARIAN TELEPHONE & CABLE CORP

Form 8-K

January 05, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): January 4, 2007

HUNGARIAN TELEPHONE AND CABLE CORP.
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-11484 (Commission File Number) | 13-3652685 (IRS Employer Identification No.) |
|---|--|--|

1201 Third Avenue, Suite #3400
Seattle, Washington 98101-3034
(Address of Principal Executive Offices)

(206) 654-0204
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors;

Appointment of Principal Officers; Compensatory Arrangements of Certain Officers

(b) Resignation of Director

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On January 4, 2007, Jesper Helmuth Larsen resigned as a director of Hungarian Telephone and Cable Corp. Mr. Larsen will be replaced on the audit committee by Carsten Dyrup Revsbech.

(d) Election of Director

On January 4, 2007, the Board of Directors of Hungarian Telephone and Cable Corp. elected Robert Dogonowski to its Board of Directors to fill the vacancy on the Board of Directors created by the resignation of Jesper Helmuth Larsen. Mr. Dogonowski is an officer of TDC A/S ("TDC"). TDC owns 62% of Hungarian Telephone and Cable Corp.'s outstanding common stock. Mr. Dogonowski was elected at the request of TDC to replace Mr. Larsen. Mr. Larsen is also an officer of TDC.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated January 5, 2007 announcing the election of a director to Hungarian Telephone and Cable Corp.'s Board of Directors

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HUNGARIAN TELEPHONE AND CABLE CORP.

Date: January 5, 2007

By: /s/ Peter T. Noone

Peter T. Noone
General Counsel

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HUNGARIAN TELEPHONE AND CABLE CORP. Exhibit Index

| Exhibit Number | Description of Document |
|----------------|--|
| 99.1 | Press Release dated January 5, 2007 announcing the election of a director to Hungarian Telephone and Cable Corp's Board of Directors |

