

HUNGARIAN TELEPHONE & CABLE CORP

Form 8-K

March 13, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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) March 7, 2006

Hungarian Telephone and Cable Corp.

(Exact name of Registrant as specified in its charter)

Delaware I-11484 I3-3652685

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

1201 Third Avenue, Suite 3400 Seattle, WA 98101-3034

(Address of principal executive offices) (Zip Code)

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

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(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 communication 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 (17 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

(d) Election of New Director

On March 7, 2006, the Registrant elected Peter Thomsen to its Board of Directors increasing the size of the Registrant's Board of Directors to seven. Mr. Thomsen is an International Project Manager of TDC Solutions, a business unit of TDC A/S ("TDC"). TDC owns approximately 62% of the Registrant's outstanding common stock. Mr. Thomsen was elected to the Registrant's Board of Directors at the request of TDC. Four of the seven directors on the Registrant's Board of Directors are employees of TDC.

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 hereunto duly authorized.

HUNGARIAN
TELEPHONE AND
CABLE CORP.

By: /s/ Peter T.
Noone

Name: Peter T.
Noone

Title: General
Counsel

Date: March 13, 2006