

HUNGARIAN TELEPHONE & CABLE CORP  
Form SC 13D/A  
November 28, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 5)**

**Hungarian Telephone and Cable Corp.**

(Name of Issuer)

**Common Stock, par value U.S. \$.001 per Share**  
(Title of Class of Securities)

**4455421030**

(CUSIP Number)

**Lawrence H. Guffey  
The Blackstone Group  
40 Berkeley Square  
London W1J 5AL, U.K.  
+44 20 7451 4000**

**Andrew Sillitoe  
Apax Partners Ltd.  
33 Jermyn Street  
London SW1Y 6DN, U.K.  
+44 20 7872 6300**

**Kurt Björklund  
Permira Advisers KB  
Birger Jarlsgatan 12  
114 34 Stockholm  
Sweden  
+46 8503 122 00**

**Oliver Haarmann  
Kohlberg Kravis Roberts & Co. Ltd.  
7 Carlton Gardens  
London SW1Y 5AD, U.K.  
+44 20 7839 9800**

**Gustavo Schwed  
Providence Equity LLP  
(formerly *Providence Equity Partners Limited* )  
78 Brook Street  
London W1K 5EF, U.K.  
+44 20 7514 8800**

**Copy To:**

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Simpson Thacher & Bartlett LLP**

**CityPoint**  
**One Ropemaker Street**  
**London EC2Y 9HU, U.K.**  
**+44 20 7275 6500**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**November 28, 2008**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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This Amendment No. 5 amends and supplements the Schedule 13D filed on January 25, 2006, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4 thereto (the "Schedule 13D"), by Nordic Telephone Company ApS ( NTC ) and the other joint filing persons as described therein. Capitalized terms used but not otherwise defined in this document have the meanings assigned to them in the Schedule 13D.

Neither the filing of this Amendment No. 5 to the Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that any such person is the beneficial owner of any of the shares of Hungarian Telephone and Cable Corp. (the Issuer ) referred to herein for the purposes of Section 13(d) of the Securities Exchange Act 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

#### **Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

On November 28, 2008, TDC s controlled subsidiary HTCC issued a press release announcing a corporate reorganization to change HTCC s place of incorporation from Delaware to Denmark.

On November 27, 2008, TDC sent a letter to the board of directors of Hungarian Telephone and Cable Corp. in connection with TDC s current intent, which is subject to change, to exercise its option to convert its 30,000 shares of Preferred Stock into 300,000 shares of Common Stock prior to the aforementioned reorganization of HTCC.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 28, 2008

NORDIC TELEPHONE COMPANY APS

By: /s/ Andrew Sillitoe

Andrew Sillitoe

*Director*

By: /s/ Oliver Haarmann

Oliver Haarmann

*Director*

By: /s/ Gustavo Schwed

Gustavo Schwed

*Director*

By: /s/ Lawrence H. Guffey

Lawrence H. Guffey

*Director*

By: /s/ Kurt Björklund

Kurt Björklund

*Director*

NORDIC TELEPHONE COMPANY INVESTMENT APS

By: /s/ Andrew Sillitoe

Andrew Sillitoe

*Director*

By: /s/ Oliver Haarmann

Oliver Haarmann  
*Director*

By: /s/ Gustavo Schwed

Gustavo Schwed  
*Director*

By: /s/ Lawrence H. Guffey

Lawrence H. Guffey  
*Director*

By: /s/ Kurt Björklund

Kurt Björklund  
*Director*

For and on behalf of Apax Partners Europe Managers Ltd. as Manager of Apax Europe VI-A, L.P.

By: /s/ Andrew  
Sillitoe

Andrew Sillitoe  
*Authorized  
Person*

For and on behalf of Apax Partners Europe Managers Ltd. as Manager of Apax Europe VI-1 L.P.

By: /s/ Andrew  
Sillitoe

Andrew Sillitoe  
*Authorized  
Person*

For and on behalf of Apax Europe VI GP, Co. Ltd. as general partner of Apax Europe VI GP, L.P. Inc.

By: /s/ Denise  
Fallaize

Denise Fallaize  
*Authorized  
Person*

For and on behalf of Apax Europe VI GP, Co. Ltd.

By: /s/ Denise  
Fallaize

Denise Fallaize  
*Authorized  
Person*

For and on behalf of Apax Partners Europe Managers Ltd.

By: /s/ Andrew  
Sillitoe

Andrew Sillitoe  
*Authorized  
Person*

For and on behalf of

Apax Angel Syndication Partners (Cayman) GP Ltd acting in its capacity as general partner of

Apax Angel Syndication Partners (Cayman) L.P.

By: /s/ Mark Cook

Mark Cook  
*Authorized  
Signatory*

Apax Angel Syndication Partners (Cayman) GP Ltd

By: /s/ Mark Cook

Mark Cook  
*Authorized  
Signatory*

Blackstone NSS Communications Partners (Cayman) L.P.

By Blackstone Communications Management Associates (Cayman) L.P., its General Partner

By Blackstone Communications GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Manager*

Blackstone Family Communications Partnership (Cayman) L.P.

By Blackstone Communications GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Manager*

Blackstone Capital Partners (Cayman) IV L.P.

By Blackstone Management Associates (Cayman) IV L.P., its General Partner

By BCP IV GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Manager*



Blackstone Capital Partners (Cayman) IV-A L.P.

By Blackstone Management Associates (Cayman) IV L.P., its General Partner

By BCP IV GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Manager*

Blackstone Family Investment Partnership (Cayman) IV-A L.P.

By BCP IV GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Manager*

Blackstone Participation Partnership (Cayman) IV L.P.

By BCP IV GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Authorized Person*

Blackstone Communications Management Associates (Cayman) L.P.

By Blackstone Communications GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Manager*

Blackstone Management Associates (Cayman) IV L.P.

By BCP IV GP L.L.C., its General Partner

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Manager*

Blackstone FI Communications Associates (Cayman) Ltd.

By: /s/ Robert L.  
Friedman

Robert L. Friedman  
*Director*

Blackstone LR Associates (Cayman) IV Ltd.

By: /s/ Robert L.  
Friedman

Robert L.  
Friedman  
*Director*

/s/ Peter G. Peterson

Peter G. Peterson

/s/ Stephen A. Schwarzman

Stephen A. Schwarzman



Signed by for and on behalf of

KKR Millennium Fund (Overseas), Limited Partnership

By: KKR Associates Millennium (Overseas), Limited Partnership, its general partner

By: KKR Millennium Limited, its general partner

By:                   /s/ William J.  
                          Janetschek

William J. Janetschek  
*Authorized Person*

Signed by for and on behalf of

KKR Associates Millennium (Overseas), Limited Partnership

By: KKR Millennium Limited, its general partner

By:                   /s/ William J.  
                          Janetschek

William J. Janetschek  
*Authorized Person*

Signed by for and on behalf of

KKR Millennium Limited

By:                   /s/ William J.  
                          Janetschek

William J. Janetschek  
*Authorized Person*

Signed by for and on behalf of

KKR European Fund II, Limited Partnership

By: KKR Associates Europe II, Limited Partnership, its general partner

By: KKR Europe II Limited, its general partner

By:                   /s/ William J.  
                          Janetschek

William J. Janetschek  
*Authorized Person*

Signed by for and on behalf of

KKR Associates Europe II, Limited Partnership

By: KKR Europe II Limited, its general partner

By:                   /s/ William J.  
                          Janetschek

William J. Janetschek  
*Authorized Person*

Signed by for and on behalf of

KKR Europe II Limited

By: /s/ William J.  
Janetschek

William J. Janetschek  
*Authorized Person*

Signed by for and on behalf of

KKR Partners (International) Limited Partnership

By: ***KKR 1996 Overseas Limited***

By: /s/ William J.  
Janetschek

William J. Janetschek  
*Authorized Person*

Signed by for and on behalf of

KKR 1996 Overseas Limited

By: /s/ William J.  
Janetschek

William J. Janetschek  
*Authorized Person*

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Europe III G.P. Limited as general partner of ) Alternate Director  
Permira Europe III G.P. L.P. as )  
general partner of Permira Europe III L.P. )

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Europe III G.P. Limited as general partner of ) Alternate Director  
Permira Europe III G.P. L.P. as )  
general partner of Permira Europe III L.P. )

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Europe III G.P. Limited as general partner of ) Alternate Director  
Permira Europe III G.P. L.P. as )  
managing limited partner of Permira Europe III GmbH & Co. KG )

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Nominees Limited as nominee for ) Alternate Director  
Permira Investments Limited )

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Europe III G.P. Limited as administrator of ) Alternate Director  
Permira Europe III Co-investment Scheme )

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Europe III G.P. Limited as general partner of ) Alternate Director  
Permira Europe III G.P. L.P. )



Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Europe III G.P. Limited ) Alternate Director

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Holdings Limited ) Alternate Director

Signed by ) /s/ Kees Jager  
 for and on behalf of ) Kees Jager  
 Permira Europe II Managers L.P. as ) Alternate Director  
 general partner of Permira Europe II L.P. 1, )  
 acting by its general partner )  
 Permira (Europe) Limited )

Signed by ) /s/ Kees Jager  
 for and on behalf of ) Kees Jager  
 Permira Europe II Managers L.P. as ) Alternate Director  
 general partner of Permira Europe II L.P. 2 )  
 acting by its general partner )  
 Permira (Europe) Limited )

Signed by ) /s/ Kees Jager  
 for and on behalf of ) Kees Jager  
 Permira Europe II Managers L.P. as ) Alternate Director  
 managing general partner of )  
 Permira Europe II C.V. 3 )  
 acting by its general partner )  
 Permira (Europe) Limited )

Signed by ) /s/ Kees Jager  
 for and on behalf of ) Kees Jager  
 Permira Europe II Managers L.P. as ) Alternate Director  
 managing general partner of )  
 Permira Europe II C.V. 4 )  
 acting by its general partner )  
 Permira (Europe) Limited )

Signed by ) /s/ Kees Jager  
 for and on behalf of ) Kees Jager  
 Permira (Europe) Limited as manager of ) Alternate Director  
 Permira Europe II Co-investment Scheme )

Signed by ) /s/ Kees Jager

for and on behalf of ) Kees Jager  
SV (Nominees) Limited as nominee for ) Alternate Director  
Schroder Ventures Investments Limited )

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira Europe II Managers L.P. ) Alternate Director  
acting by its general partner )  
Permira (Europe) Limited )

Signed by ) /s/ Kees Jager  
for and on behalf of ) Kees Jager  
Permira (Europe) Limited Alternate Director ) Alternate Director

PROVIDENCE EQUITY OFFSHORE PARTNERS V L.P.

By: Providence Equity Offshore GP V L.P., the General Partner

By: ***Providence Equity Partners (Cayman) V Ltd.***, its general partner

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized Person*

PROVIDENCE EQUITY OFFSHORE GP V L.P.

By: ***Providence Equity Partners (Cayman) V Ltd.***, its general partner

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized Person*

PROVIDENCE EQUITY PARTNERS (CAYMAN) V LTD.

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized Person*

PROVIDENCE EQUITY OFFSHORE PARTNERS IV L.P.

By: Providence Equity Offshore GP IV L.P., the General Partner

By: ***Providence Equity Partners (Cayman) IV Ltd.***, its general partner

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized Person*



PROVIDENCE EQUITY OFFSHORE GP IV L.P.

By: ***Providence Equity Partners (Cayman) IV*** Ltd., its general partner

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized Person*

PROVIDENCE EQUITY PARTNERS (CAYMAN) IV LTD.

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized Person*

PROVIDENCE EQUITY OPERATING PARTNERS IV L.P.

By: Providence Equity GP IV L.P., the General Partner

By: ***Providence Equity Partners IV L.L.C.***, its ***general*** partner

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized*  
*Signatory*

PROVIDENCE EQUITY GP IV L.P.

By: ***Providence Equity Partners IV L.L.C.***, its ***general*** partner

By: /s/ Paul J. Salem

Paul J. Salem  
*Authorized*  
*Signatory*

PROVIDENCE EQUITY PARTNERS IV L.L.C.

By: /s/ Paul J. Salem

Paul J. Salem

*Authorized*

*Signatory*

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PROVIDENCE SYNDICATION PARTNERS (CAYMAN) L.P.

By: *Providence Syndication Partners (Cayman)* GP, Ltd., its general partner

By: /s/ Jonathan M.  
Nelson

Jonathan M. Nelson  
*Authorized Signatory*

PROVIDENCE SYNDICATION PARTNERS (CAYMAN) GP, LTD.

By: /s/ Jonathan M.  
Nelson

Jonathan M. Nelson  
*Authorized Signatory*

By: /s/ Paul J. Salem

Paul J. Salem

By: /s/ Jonathan M. Nelson

Jonathan M. Nelson

By: /s/ Glenn M. Creamer

Glenn M. Creamer