

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**

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Permira Advisers KB
Birger Jarlsgatan 12
114 34 Stockholm
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Kohlberg Kravis Roberts & Co. Ltd.
7 Carlton Gardens
London SW1Y 5AD, U.K.
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Providence Equity LLP
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78 Brook Street
London W1K 5EF, U.K.
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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.

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.

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