

HUNGARIAN TELEPHONE & CABLE CORP  
Form SC 13D  
February 03, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**Hungarian Telephone and Cable Corp.**

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(Name of Issuer)  
Common Stock, par value U.S. \$.001 per Shares

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(Title of Class of Securities)  
4455421030

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(CUSIP Number)

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

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

January 25, 2006

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**(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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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Nordic Telephone Company ApS

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Denmark

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,799,782\*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
CO

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its majority ownership of TDC A/S. The number of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Nordic Telephone Company Investment ApS

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

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6. Citizenship or Place of Organization  
Denmark

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

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10. Shared Dispositive Power  
10,799,782\*

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
CO, HC

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its indirect ownership of TDC A/S. The number of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an

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aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Apax Europe VI-A, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

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10. Shared Dispositive Power  
10,799,782\*

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

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13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)

PN

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\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Apax Europe VI-1, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Apax Europe VI GP, L.P. Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

OO

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Apax Funds (as defined herein). Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Apax Europe VI GP, Co. Ltd

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Apax Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Apax Partners Europe Managers Ltd.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
United Kingdom

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,799,782\*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
CO

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Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Apax Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone NSS Communications Partners (Cayman) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone Family Communications Partnership (Cayman) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO, HC

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone Capital Partners (Cayman) IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

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10,799,782\*

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13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

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\*\*

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CUSIP 445542103

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone Capital Partners (Cayman) IV-A L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

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3. SEC Use Only

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4. Source of Funds (See Instructions)  
BK, AF

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5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

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6. Citizenship or Place of Organization  
Cayman Islands

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Number of  
Shares  
Beneficially

7. Sole Voting Power

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Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,799,782\*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

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14. Type of Reporting Person (See Instructions)

PN

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\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone Family Investment Partnership (Cayman) IV-A L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone Participation Partnership (Cayman) IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone Communications Management Associates (Cayman) L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

6. Citizenship or Place of Organization  
Cayman Islands

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,799,782\*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
PN

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Blackstone Funds (as defined herein). Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

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1. Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only)  
 Blackstone Management Associates (Cayman) IV L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
 BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
 Cayman Islands

---

Number of Shares Beneficially	7. Sole Voting Power
Owned by Each Reporting Person With	8. Shared Voting Power 10,799,782*
	9. Sole Dispositive Power
	10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
 69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
 PN

---

\* Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Blackstone Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone FI Communications Associates (Cayman) Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Blackstone Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Blackstone LR Associates (Cayman) IV Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Blackstone Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only)  
 KKR Millennium Fund (Overseas), Limited Partnership

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
 BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
 Alberta, Canada

---

Number of Shares Beneficially		7. Sole Voting Power
Owned by Each Reporting Person With		8. Shared Voting Power 10,799,782*
		9. Sole Dispositive Power
		10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
 69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
 PN

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\*  
 Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
KKR Associates Millennium (Overseas), Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Alberta, Canada

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7. Sole Voting Power

8. Shared Voting Power  
10,799,782\*

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the KKR Funds (as defined herein). Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
KKR Millennium Limited

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Cayman Islands

---

Number of Shares Beneficially		7. Sole Voting Power
Owned by Each Reporting Person With		8. Shared Voting Power 10,799,782*
		9. Sole Dispositive Power
		10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
CO

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the KKR Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe III L.P. 1

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe III L.P. 2

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7. Sole Voting Power

8. Shared Voting Power  
10,799,782\*

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe III GmbH & Co KG

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

6. Citizenship or Place of Organization  
Federal Republic of Germany

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,799,782\*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
PN

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe III Co-Investment Scheme

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

OO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Investments Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Holdings Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\* Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Permira Funds (as defined herein). Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe III G.P. Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Permira Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe III G.P. L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Permira Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Offshore Partners V L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the Shareholder Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Offshore GP V L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Fund (as defined herein). Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Partners (Cayman) V Ltd

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship with the Providence Fund. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Peter G. Peterson

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
U.S.

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,799,782\*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
IN

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\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of his relationship to the Blackstone Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Stephen A. Schwarzman

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
U.S.

---

Number of  
Shares  
Beneficially

7. Sole Voting Power

---

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

---

Person  
With

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,799,782\*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
IN

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of his relationship to the Blackstone Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Paul J. Salem

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
U.S.

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
IN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of his relationship to the Providence Fund. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Glenn M. Creamer

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
U.S.

---

Number of Shares Beneficially	7. Sole Voting Power	
Owned by Each Reporting Person With	8. Shared Voting Power 10,799,782*	
	9. Sole Dispositive Power	
	10. Shared Dispositive Power 10,799,782*	

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
IN

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of his relationship to the Providence Fund. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Jonathan M. Nelson

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
U.S.

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
IN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of his relationship to the Providence Fund. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe II C.V.3

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Netherlands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe II C.V.4

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Netherlands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe II L.P. 1

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

---

Number of Shares Beneficially		7. Sole Voting Power
Owned by Each Reporting Person With		8. Shared Voting Power 10,799,782*
		9. Sole Dispositive Power
		10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
PN

---

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe II L.P. 2

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira (Europe) Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Permira Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe II Managers L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Permira Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Permira Europe II Co-Investment Scheme

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7. Sole Voting Power

8. Shared Voting Power  
10,799,782\*

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
OO

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Schroder Ventures Investments Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization  
Guernsey, Channel Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
KKR European Fund II, Limited Partnership

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

6. Citizenship or Place of Organization  
Alberta, Canada

---

Number of Shares Beneficially		7. Sole Voting Power
Owned by Each Reporting Person With		8. Shared Voting Power 10,799,782*
		9. Sole Dispositive Power
		10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

---

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
PN

---

\* Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
KKR Associates Europe II, Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Alberta, Canada

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the KKR Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
KKR Europe II Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) o  
(b) y

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the KKR Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
KKR Partners (International) Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Alberta, Canada

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

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of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

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1. Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only)  
 KKR 1996 Overseas Limited

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
 BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
 Cayman Islands

---

Number of Shares Beneficially	7. Sole Voting Power
Owned by Each Reporting Person With	8. Shared Voting Power 10,799,782*
	9. Sole Dispositive Power
	10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
 69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
 CO

---

\*  
 Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the KKR Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Offshore Partners IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

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\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Offshore GP IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Partners (Cayman) IV Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
CO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Operating Partners IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Delaware, U.S.

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to Nordic Telephone Company ApS. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number

## Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D

of Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity GP IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Delaware, U.S.

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

CO

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Equity Partners IV L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Delaware, U.S.

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)  
OO

\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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CUSIP 445542103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Syndication Partners (Cayman) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
BK, AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially

7. Sole Voting Power

Owned by  
Each  
Reporting

8. Shared Voting Power  
10,799,782\*

Person  
With

9. Sole Dispositive Power

10. Shared Dispositive Power  
10,799,782\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

14. Type of Reporting Person (See Instructions)

PN

\*

Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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---

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Providence Syndication Partners (Cayman) GP, Ltd.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

6. Citizenship or Place of Organization  
Cayman Islands

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Number of Shares Beneficially	7. Sole Voting Power
Owned by Each Reporting Person With	8. Shared Voting Power 10,799,782*
	9. Sole Dispositive Power
	10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

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13. Percent of Class Represented by Amount in Row (11)  
69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
CO

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\*  
Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

---

1. Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only)  
 Apax Angel Syndication Partners (Cayman) L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
 BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
 Cayman Islands

---

Number of Shares Beneficially	7. Sole Voting Power
Owned by Each Reporting Person With	8. Shared Voting Power 10,799,782*
	9. Sole Dispositive Power
	10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
 69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
 PN

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\*  
 Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.

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CUSIP 445542103

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1. Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only)  
 Apax Angel Syndication Partners (Cayman) GP Ltd.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
 BK, AF

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
 Cayman Islands

---

Number of Shares Beneficially	7. Sole Voting Power
Owned by Each Reporting Person With	8. Shared Voting Power 10,799,782*
	9. Sole Dispositive Power
	10. Shared Dispositive Power 10,799,782*

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 10,799,782\*

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
 69.8%\*\*

---

14. Type of Reporting Person (See Instructions)  
 CO

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\*  
 Beneficial ownership of the ordinary shares referred to herein is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of its relationship to the Providence Funds. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any of the ordinary shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. The number of

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Shares includes 7,999,789 shares of common stock of the issuer currently beneficially owned by the reporting person, 30,000 shares of Series A Convertible Preferred Stock currently beneficially owned by the reporting person, each share of which is convertible into ten shares of common stock of the issuer at the option of the holder and warrants exercisable within 60 days from the purchase thereof to acquire an aggregate of 2,500,000 shares of common stock of the issuer.

\*\*

The calculation of the foregoing percentage is based on the number of shares of common stock of the issuer outstanding (12,727,938) as set forth in the issuer's Form 10-Q for the quarter ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Commission") on November 14, 2005 plus the total number of shares of common stock to be issued upon the conversion of the Series A Convertible Preferred Stock and the exercise of the warrants.



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ITEM 5.	INTEREST IN SECURITIES OF THE ISSUER
ITEM 6.	CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO THE SECURITIES OF THE ISSUER
ITEM 7.	MATERIAL TO BE FILED AS EXHIBITS
SIGNATURE	
EX-99.1	Joint Filing Agreement, dated January 25, 2006.
EX-99.2	Shareholders Agreement, dated December 9, 2005, incorporated herein by reference to Exhibit 99.2 of the Schedule 13D filed by the Reporting Persons listed on such Schedule 13D, on December 9, 2005 (as amended or supplemented from time to time, the "NTC/TDC Schedule 13D").
EX-99.3	Market Purchase Facility Agreement between Nordic Telephone Company Holding ApS and The Royal Bank of Scotland plc, dated November 30, 2005, incorporated herein by reference to Exhibit 99.3 of the NTC/TDC Schedule 13D.
EX-99.4	Offer Document incorporated herein by reference to Exhibit (a)(1)(A) of the Tender Offer Statement on Schedule TO filed by the Purchaser and the Offerors listed on such Schedule TO, on December 2, 2005 as amended or supplemented from time to time, (the "NTC/TDC Schedule TO").
EX-99.5	Senior Facilities Agreement, between, among others, Nordic Telephone Company Holding ApS, and Barclays Capital, Credit Suisse First Boston International, Deutsche Bank AG, London Branch, J.P. Morgan Plc and The Royal Bank Of Scotland Plc as original lenders, dated November 30, 2005, incorporated herein by reference to Exhibit (b)(1) of the NTC/TDC Schedule TO.
EX-99.6	Bridge Facility Agreement, between, among others, Nordic Telephone Company Holding ApS and Barclays Capital, Credit Suisse First Boston International, Deutsche Bank AG, London Branch, J.P. Morgan Plc and The Royal Bank of Scotland Plc as original lenders, dated November 30, 2005, incorporated herein by reference to Exhibit (b)(2) of the NTC/TDC Schedule TO.
EX-99.7	PIK Facility Agreement, between, among others, Nordic Telephone Company Finance ApS, Deutsche Bank AG, London Branch as PIK Facility Agent, Deutsche Bank AG, London Branch And Credit Suisse First Boston International, as Arrangers and Barclays Capital, the Investment Banking Division of Barclays Plc, Credit Suisse First Boston International, Deutsche Bank AG, London Branch, J.P. Morgan Plc and The Royal Bank of Scotland Plc as managers, underwriters and original lenders, Dated November 30, 2005, incorporated herein by reference to Exhibit (b)(3) of the NTC/TDC Schedule TO.

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EX-99.8	Announcement Agreement, between the Issuer, the Purchaser, Apax Partners Worldwide LLP, The Blackstone Group International Limited, Kohlberg Kravis Roberts & Co. L.P., Permira Advisers KB and Providence Equity Partners Limited, Dated November 30, 2005, incorporated herein by reference to Exhibit (d) of the NTC/TDC Schedule TO.
EX-99.9	Senior Facilities Agreement dated November 30, 2005 as amended and restated on January 12, 2006, incorporated herein by reference to Exhibit (b)(4) of the NTC/TDC Schedule TO.
EX-99.10	Bridge Facility Agreement dated November 30, 2005 as amended and restated on January 12, 2006, incorporated herein by reference to Exhibit (b)(5) of the NTC/TDC Schedule TO.
EX-99.11	PIK Facility Agreement dated November 30, 2005 as amended and restated on January 12, 2006, incorporated herein by reference to Exhibit (b)(6) of the NTC/TDC Schedule TO.
EX-99.12	Market Purchase Agreement between Nordic Telephone Company Holding ApS and The Royal Bank of Scotland plc, dated January 11, 2005, incorporated herein by reference to Exhibit 99.9 of the NTC/TDC Schedule 13D.
EX-99.13	Amended and Restated Subscription Agreement, dated January 25, 2006, incorporated herein by reference to Exhibit 99.11 of the NTC/TDC Schedule 13D.
EX-99.14	PIK Facility Agreement, dated January 25, 2006, incorporated herein by reference to Exhibit 99.12.

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Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons (as defined below) that any such person is the beneficial owner of any of the HTCC Shares (as defined below) referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed.

### **Item 1. Security and Issuer**

This statement on Schedule 13D relates to the common stock, par value U.S. \$.001 per share ("HTCC Shares") issued by Hungarian Telephone and Cable Corp. (the "Issuer"), a Delaware corporation, and is being filed pursuant to Rule 13d-1 under the Exchange Act. The principal executive office of the Issuer is located at 1201 Third Avenue, Suite 3400, Seattle, WA 98101-3034.

### **Item 2. Identity and Background**

The responses contained in Item 2 of the NTC/TDC Schedule 13D (defined in the Table of Contents above) are hereby incorporated by reference.

### **Item 3. Source and Amount of Funds or Other Consideration**

The responses contained in Item 3 of the NTC/TDC Schedule 13D are hereby incorporated by reference. The responses contained in Items 4, 7 and 8 of the NTC/TDC Schedule TO (defined in the Table of Contents above) are hereby incorporated by reference.

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

The responses to Item 3 of this Schedule 13D, and the responses contained in Items 3 and 4 of the NTC/TDC Schedule 13D and Item 6 of the NTC/TDC Schedule TO are hereby incorporated by reference.

None of the Reporting Persons, at the present time, have any plans or proposals that relate to, or would result in, any of the transactions described in paragraphs (a)-(j) of Item 4 of the Schedule 13D.

### **Item 5. Interest in Securities of the Issuer**

(a)-(b) The information contained on the cover pages of this Schedule 13D and the response to Items 3 and 4 of this Schedule 13D are incorporated herein by reference. The responses contained in Item 5 of the NTC/TDC Schedule 13D and Item 8 of the NTC/TDC Schedule TO are hereby incorporated by reference.

The Purchaser, as a result of the Tender Offer as described in Item 4 of the NTC/TDC Schedule 13D and the NTC/TDC Schedule 13D, beneficially owns 88.2% of TDC's share capital (based on nominal share capital of DKK 991,875,885 that is registered with the Danish Commerce and Companies Agency, divided into 98,375,177 shares at DKK 5 per share and including American Depositary Shares each representing one half of one share). According to the Schedule 13D filed by TDC A/S ("TDC") on May 20, 2005, TDC has beneficial ownership of 10,799,782 HTCC Shares, representing 69.8% of that class of securities.

The Reporting Persons may be deemed to indirectly beneficially own 10,799,782 HTCC Shares. The Purchaser, upon settlement of the tender offer, will have power to direct the voting and disposition of the HTCC Shares held by TDC. Nordic Telephone Company Investment ApS indirectly owns the Purchaser and has indirect power to direct the voting and disposition of the HTCC Shares held by TDC. The Apex Funds, the Blackstone Funds, the KKR Funds, the Permira Funds and the Providence Funds indirectly own Nordic Telephone Company Investment ApS and collectively have indirect power to direct the voting and disposition of the HTCC Shares held by TDC. The Purchaser as a majority

shareholder of TDC, and Nordic Telephone Company Investment ApS, as an indirect owner of the Purchaser, may be deemed to beneficially own the HTCC Shares beneficially owned by TDC. The Purchaser and Nordic Telephone Company Investment ApS disclaim beneficial ownership of such HTCC Shares.

Apax Partners Europe Managers Ltd. is the discretionary investment manager of the Apax Funds and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Apax Europe VI GP, L.P. Inc. and Apax Angel Syndication Partners (Cayman) GP Ltd. are general partners of the Apax Funds and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Apax Europe VI GP, Co. Ltd is the general partner of Apax Europe VI GP, L.P. Inc. and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. The Apax Funds, as indirect owners of the Purchaser, Apax Partners Europe Managers Ltd, as discretionary investment manager of the Apax Funds, Apax Europe VI GP, L.P. Inc. and Apax Angel Syndication Partners (Cayman) GP Ltd., as general partners of the Apax Funds and Apax Europe VI GP, Co. Ltd., as general partner of Apax Europe VI GP, L.P. Inc., may be deemed to beneficially own the HTCC Shares beneficially owned by TDC. The Apax Funds, Apax Partners Europe Managers Ltd, Apax Europe VI GP, L.P. Inc., Apax Europe VI GP, Co. Ltd. and Apax Angel Syndication Partners (Cayman) GP Ltd., disclaims beneficial ownership of such HTCC Shares.

BMA and BCMA are the general partners of the Blackstone Funds and have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Blackstone LR and Blackstone FI are the general partners of BMA and BCMA, respectively, and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Peter G. Peterson and Stephen A. Schwarzman are the controlling stockholders of Blackstone LR and Blackstone FI and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. The Blackstone Funds, as indirect owners of the Purchaser, BMA and BCMA as general partners of the Blackstone Funds, and Peter G. Peterson and Stephen A. Schwarzman, as controlling stockholders of Blackstone LR and Blackstone FI, may be deemed to beneficially own the HTCC Shares beneficially owned by TDC. The Blackstone Funds, BMA, BCMA, Blackstone LR, Blackstone FI, Peter G. Peterson and Stephen A. Schwarzman disclaim beneficial ownership of such HTCC Shares.

KKR Associates Millennium (Overseas), Limited Partnership, KKR Associates Europe II, Limited Partnership and KKR 1996 Overseas Limited are the general partners of the KKR Funds and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. KKR Millennium Limited and KKR Europe II Limited are the general partners of KKR Associates Millennium (Overseas), Limited Partnership and KKR Associates Europe II, Limited Partnership, respectively, and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. The KKR Funds, as indirect owners of the Purchaser, KKR Associates Millennium (Overseas), Limited Partnership, KKR Associates Europe II, Limited Partnership and KKR 1996 Overseas Limited as general partners of the KKR Funds, and KKR Millennium Limited and KKR Europe II Limited, as general partners of KKR Associates Millennium (Overseas), Limited Partnership and KKR Associates Europe II, Limited Partnership, respectively, may be deemed to beneficially own the HTCC Shares beneficially owned by TDC. The KKR Funds, KKR Associates Millennium (Overseas), Limited Partnership, KKR Associates Europe II, Limited Partnership, KKR Millennium Limited, and KKR Europe II Limited and KKR 1996 Overseas Limited disclaim beneficial ownership of such HTCC Shares.

Permira Europe III GP L.P. and Permira Europe II Managers L.P. are both general partners of the Permira Funds and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Permira Europe III GP Limited is the general

partner of Permira Europe III GP L.P. and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Permira (Europe) Limited is the general partner of Permira Europe II Managers L.P. and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Permira Holdings Limited is the sole member of Permira Europe III GP Limited and Permira (Europe) Limited and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. The Permira Funds, as indirect owners of the Purchaser, Permira Europe III GP L.P. and Permira Europe II Managers L.P., as general partners of the Permira Funds, Permira Europe III GP Limited, as general partner of Permira Europe III GP L.P., Permira (Europe) Limited, as general partner of Permira Europe II Managers L.P. and Permira Holdings Limited, as sole member of Permira Europe III GP Limited and Permira (Europe) Limited may be deemed to beneficially own the HTCC Shares beneficially owned by TDC. The Permira Funds, Permira Europe III GP L.P., Permira Europe III GP Limited, Permira Europe II Managers L.P., Permira (Europe) Limited and Permira Holdings Limited disclaim beneficial ownership of such HTCC Shares.

Providence Equity Offshore GP V L.P., Providence Equity Offshore GP IV L.P., Providence Equity GP IV L.P. and Providence Syndication Partners (Cayman) GP Ltd. are the general partners of the Providence Funds and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Providence Equity Partners (Cayman) V Ltd., Providence Equity Partners (Cayman) IV Ltd. and Providence Equity Partners IV L.L.C. are the general partners of Providence Equity Offshore GP V L.P., Providence Equity Offshore GP IV L.P. and Providence Equity GP IV L.P., respectively, and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. Paul J. Salem, Glenn M. Creamer and Jonathan M. Nelson are the controlling stockholders of Providence Equity Partners (Cayman) V Ltd., Providence Equity Partners (Cayman) IV Ltd. and Providence Equity Partners IV L.L.C. and will have indirect power, together with other Reporting Persons, to direct the voting and disposition of the HTCC Shares held by TDC. The Providence Funds, as indirect owners of the Purchaser, Providence Equity Offshore GP V L.P., Providence Equity Offshore GP IV L.P., Providence Equity GP IV L.P. and Providence Syndication Partners (Cayman) GP Ltd., as general partners of the Providence Funds, Providence Equity Partners (Cayman) V Ltd., Providence Equity Partners (Cayman) IV Ltd. and Providence Equity Partners IV L.L.C., as general partners of Providence Equity Offshore GP V L.P., Providence Equity Offshore GP IV L.P. and Providence Equity GP IV L.P. and Paul J. Salem, Glenn M. Creamer and Jonathan M. Nelson, as controlling stockholders of Providence Equity Partners (Cayman) V Ltd., may be deemed to beneficially own the HTCC Shares beneficially owned by TDC. The Providence Funds, Providence Equity Offshore GP V L.P., Providence Equity Offshore GP IV L.P., Providence Equity GP IV L.P., Providence Equity Partners (Cayman) V Ltd., Providence Equity Partners (Cayman) IV Ltd., Providence Equity Partners IV L.L.C., Providence Syndication Partners (Cayman) GP Ltd., Paul J. Salem, Glenn M. Creamer and Jonathan M. Nelson disclaim beneficial ownership of such HTCC Shares.

As a result of the foregoing relationships, and as a result of the Shareholders Agreement (as defined in Item 6 of the NTC/TDC Schedule 13D, the Reporting Persons may be deemed to have formed a "group" within the meaning of Section 13(d) of the Exchange Act.

None of the Reporting Persons and, to the best knowledge of the Reporting Persons, none of the persons listed in Sections 1-11 of Item 2 hereto (as incorporated by reference to Item 2 of the NTC/TDC Schedule 13D), has beneficial ownership of any HTCC Shares, except as described in this Schedule 13D.

(c) None of the Reporting Persons and, to the best knowledge of the Reporting Persons, none of the persons listed in Sections 1-11 of Item 2 hereto (as incorporated by reference to Item 2 of the

NTC/TDC Schedule 13D), has engaged in any transaction during the past 60 days in, any HTCC Shares, except as described in this Schedule 13D.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The response to Item 6 of the NTC/TDC Schedule 13D is hereby incorporated by reference.

Except as set forth above, there are no contracts, arrangements, understandings or relationship (legal or otherwise) among the Reporting Persons and between such Reporting Persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies over the securities of the Issuer.

**Item 7. Materials to be Filed as Exhibits**

The following documents are hereby filed as exhibits:

Number	Exhibit
1.	Joint Filing Agreement, dated January 25, 2006.
2.	Shareholders Agreement, dated December 9, 2005 incorporated herein by reference to Exhibit 99.2 of the NTC/TDC Schedule 13D.
3.	Market Purchase Facility Agreement between Nordic Telephone Company Holding ApS and The Royal Bank of Scotland plc, dated November 30, 2005 incorporated herein by reference to Exhibit 99.3 of the NTC/TDC Schedule 13D.
4.	Offer Document incorporated herein by reference to Exhibit (a)(1)(A) of the NTC/TDC Schedule TO.
5.	Senior Facilities Agreement, between, amongst others, Nordic Telephone Company Holding ApS, and Barclays Capital, Credit Suisse First Boston International, Deutsche Bank AG, London Branch, J.P. Morgan plc and The Royal Bank of Scotland plc as original lenders, dated November 30, 2005, incorporated herein by reference to Exhibit (b)(1) of the NTC/TDC Schedule TO.
6.	Bridge Facility Agreement, between, amongst others, Nordic Telephone Company Holding ApS and Barclays Capital, Credit Suisse First Boston International, Deutsche Bank AG, London Branch, J.P. Morgan plc and The Royal Bank of Scotland plc as original lenders, dated November 30, 2005, incorporated herein by reference to Exhibit (b)(2) of the NTC/TDC Schedule TO.
7.	PIK Facility Agreement, between, amongst others, Nordic Telephone Company Finance ApS, Deutsche Bank AG, London Branch as PIK Facility Agent, Deutsche Bank AG, London Branch and Credit Suisse First Boston International, as arrangers and Barclays Capital, the investment banking division of Barclays PLC, Credit Suisse First Boston International, Deutsche Bank AG, London Branch, J.P. Morgan plc and The Royal Bank of Scotland plc as managers, underwriters and original lenders, dated November 30, 2005, incorporated herein by reference to Exhibit (b)(3) of the NTC/TDC Schedule TO.

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8. Announcement Agreement, between the Issuer, the Purchaser, Apax Partners Worldwide LLP, The Blackstone Group International Limited, Kohlberg Kravis Roberts & Co. L.P., Permira Advisers KB and Providence Equity Partners Limited, dated November 30, 2005, incorporated herein by reference to Exhibit (d) of the NTC/TDC Schedule TO.
9. Senior Facilities Agreement dated November 30, 2005 as amended and restated on January 12, 2006, incorporated herein by reference to Exhibit (b)(4) of the NTC/TDC Schedule TO.
10. Bridge Facility Agreement dated November 30, 2005 as amended and restated on January 12, 2006, incorporated herein by reference to Exhibit (b)(5) of the NTC/TDC Schedule TO.
11. PIK Facility Agreement dated November 30, 2005 as amended and restated on January 12, 2006, incorporated herein by reference to Exhibit (b)(6) of the NTC/TDC Schedule TO.
12. Market Purchase Agreement between Nordic Telephone Company Holding ApS and The Royal Bank of Scotland plc, dated January 11, 2005, incorporated herein by reference to Exhibit 99.9 of the NTC/TDC Schedule 13D.
13. Amended and Restated Subscription Agreement, dated January 25, 2006, incorporated herein by reference to Exhibit 99.11 of the NTC/TDC Schedule 13D.
14. PIK Facility Agreement, dated January 25, 2006, incorporated herein by reference to Exhibit 99.12.





By: /s/ KURT BJÖRKLUND

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Kurt Björklund  
*Director*

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

By:           /s/ ADRIAN BEECROFT

Adrian Beecroft  
*Authorized Person*

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

By:           /s/ ADRIAN BEECROFT

Adrian Beecroft  
*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/ ADRIAN BEECROFT

Adrian Beecroft  
*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/ CHRISTINA MCCARTHY

Christina Mccarthy  
*Authorized Signatory*

Apax Angel Syndication Partners (Cayman) GP Ltd

By:           /s/ CHRISTINA MCCARTHY

Christina Mccarthy  
*Authorized Signatory*

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Blackstone NSS Communications Partners (Cayman) L.P.

By Blackstone Communications Management Associates (Cayman) L.P., its general partner

By Blackstone FI Communications Associates (Cayman) Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN          

Robert Friedman

*Authorized Person*

Blackstone Family Communications Partnership (Cayman) L.P.

By Blackstone Communications Management Associates (Cayman) L.P., its general partner

By Blackstone FI Communications Associates (Cayman) Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN          

Robert Friedman

*Authorized Person*

Blackstone Capital Partners (Cayman) IV L.P.

By Blackstone Management Associates (Cayman) IV L.P., its general partner

By Blackstone LR Associates (Cayman) IV Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN          

Robert Friedman

*Authorized Person*

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Blackstone Capital Partners (Cayman) IV-A L.P.  
By Blackstone Management Associates (Cayman) IV L.P., its general partner  
By Blackstone LR Associates (Cayman) IV Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN

Robert Friedman  
*Authorized Person*

Blackstone Family Investment Partnership (Cayman) IV-A L.P.  
By Blackstone Management Associates (Cayman) IV L.P., its general partner  
By Blackstone LR Associates (Cayman) IV Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN

Robert Friedman  
*Authorized Person*

Blackstone Participation Partnership (Cayman) IV L.P.  
By Blackstone Management Associates (Cayman) IV L.P., its general partner  
By Blackstone LR Associates (Cayman) IV Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN

Robert Friedman  
*Authorized Person*

Blackstone Communications Management Associates (Cayman) L.P.  
By Blackstone FI Communications Associates (Cayman) Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN

Robert Friedman  
*Authorized Person*

Blackstone Management Associates (Cayman) IV L.P.  
By Blackstone LR Associates (Cayman) IV Ltd., its general partner

By:           /s/ ROBERT FRIEDMAN

Robert Friedman  
*Authorized Person*

Blackstone FI Communications Associates (Cayman) Ltd.

By:           /s/ ROBERT FRIEDMAN

Robert Friedman  
*Authorized Person*

Blackstone LR Associates (Cayman) IV Ltd.

By:           /s/ ROBERT FRIEDMAN

Robert Friedman  
*Authorized Person*

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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/ PERRY GOLKIN

Perry Golkin  
*Authorized Person*

Signed by for and on behalf of  
KKR Associates Millennium (Overseas), Limited Partnership  
By: KKR Millennium Limited, its general partner

By:                   /s/ PERRY GOLKIN

Perry Golkin  
*Authorized Person*

Signed by for and on behalf of

KKR Millennium Limited

By:                   /s/ PERRY GOLKIN

Perry Golkin  
*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/ PERRY GOLKIN

Perry Golkin  
*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/ PERRY GOLKIN

Perry Golkin  
*Authorized Person*

Signed by  
for and on behalf of  
KKR Europe II Limited

By:                     /s/ PERRY GOLKIN                    

Perry Golkin  
*Authorized Person*

Signed by  
for and on behalf of  
KKR Partners (International) Limited Partnership  
By: KKR 1996 Overseas Limited

By:                     /s/ PERRY GOLKIN                    

Perry Golkin  
*Authorized Person*

Signed by  
for and on behalf of  
KKR 1996 Overseas Limited

By:                     /s/ PERRY GOLKIN                    

Perry Golkin  
*Authorized Person*

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

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

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

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

Signed by ) /s/ Alistair Boyle  
 for and on behalf of ) Alistair Boyle  
 Permira Holdings Limited ) Alternate Director



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

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Signed by ) /s/ Alistair Boyle  
for and on behalf of ) Alistair Boyle  
SV (Nominees) Limited as nominee for ) Alternate Director  
Schroder Ventures Investments Limited )

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

Signed by ) /s/ Alistair Boyle  
for and on behalf of ) Alistair Boyle  
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*

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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*

/s/ PAUL J. SALEM

---

Paul J. Salem  
*Authorized Person*

/s/ GLENN M. CREAMER

---

Glenn M. Creamer

/s/ JONATHAN M. NELSON

---

Jonathan M. Nelson

/s/ PETER G. PETERSON

---

Peter G. Peterson

/s/ STEPHEN A. SCHWARZMAN

---

Stephen A. Schwarzman

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