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HUNGARIAN TELEPHONE & CABLE CORP
Form S-8 POS
June 27, 2002

As filed with the Securities and Exchange Commission
on June 27, 2002

Registration No. 333-29885

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware

13-3652685

(State or other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

32 Center Street, Darien, CT

06820

(Address of principal executive offices)

(Zip Code)

HUNGARIAN TELEPHONE AND CABLE CORP.
1992 INCENTIVE STOCK OPTION PLAN, AS AMENDED;
HUNGARIAN TELEPHONE AND CABLE CORP.
NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN; AND
CERTAIN EMPLOYMENT AGREEMENTS

(Full title of the plans)

Peter T. Noone
General Counsel
Hungarian Telephone and Cable Corp.
32 Center Street
Darien, CT 06820
(203) 656-3882

(Name, Address including Zip Code,
and Telephone Number of Agent for Service)

Parts I and II and Re-Offer Prospectus

The Registrant's Registration Statement No. 333-29885 was deemed effective by the Securities and Exchange Commission on June 24, 1997 in connection with the offering of 1,146,497 shares of common stock. At the Registrant's Annual

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Meeting of Stockholders on May 22, 2002, the Registrant's stockholders approved an amendment to the Registrant's 1992 Incentive Stock Option Plan. Such amendment extended the term of the plan by five additional years and renamed the plan, the "2002 Incentive Stock Option Plan." Accordingly, all references to the 1992 Incentive Stock Option Plan or the "Incentive Plan" in the Registration Statement, Prospectus and Re-Offer Prospectus shall now be deemed to reference the 2002 Incentive Stock Option Plan.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8 of Part II is replaced in its entirety with the following:

Item 8. Exhibits

Regulation S-K Exhibit Number	Document	Reference to Prior Filing or Exhibit Number Attached Hereto
4.1	Certificate of Incorporation of the Registrant, as amended	4.1
4.2	Bylaws of the Registrant, as amended	4.2
4.3	2002 Incentive Stock Option Plan, as amended	4.3
4.4	Non-Employee Director Stock Option Plan	*
4.5	Employment Agreement dated as of September 12, 1995, between the Registrant and Robert Genova	**
4.6	Employment Agreement dated September 12, 1995 between the Registrant and Frank R. Cohen	***
4.7	Amended and Restated Employment Agreement dated as of January 9, 1997 between the Registrant and Richard P. Halka	****
5	Opinion of Peter T. Noone, General Counsel of the Registrant	5
23	Consent of Peter T. Noone, General Counsel of the Registrant	Included in Exhibit 5
23.1	Consent of KPMG Peat Marwick LLP, certified public accountants	23.1
23.2	Consent of BDO Seidman, LLP, certified public accountants	23.2
24	Power of Attorney	Contained on Signature Page

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*Incorporated herein by reference to Exhibit 10.91 to the Registrant's Form 10-K for the year ended December 31, 1996.

**Incorporated herein by reference to Exhibit 10.56 to the Registrant's Form 10-K for the year ended December 31, 1995.

***Incorporated herein by reference to Exhibit 10.57 to the Registrant's Form 10-K for the year ended December 31, 1995.

****Incorporated herein by reference to Exhibit 10.92 to the Registrant's Form 10-K for the year ended December 31, 1996.

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In accordance with the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing a post-effective amendment on Form S-8 and has authorized this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Darien, State of Connecticut, June 27, 2002.

HUNGARIAN TELEPHONE AND CABLE CORP.

By: /s/Peter T. Noone

Peter T. Noone
General Counsel and Authorized
Representative on behalf
of the Registrant and the
Registrant's Board of Directors

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INDEX TO EXHIBITS

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- 4.7 Amended and Restated Employment Agreement dated as of January 9, 1997 between the Registrant and Richard P. Halka*
- 5 Opinion of Peter T. Noone, General Counsel of the Registrant*
- 23 Consent of Peter T. Noone, General Counsel of the Registrant (included in Exhibit 5)*
- 23.1 Consent of KPMG Peat Marwick LLP, certified public accountants*
- 23.2 Consent of BDO Seidman, LLP, certified public accountants*
- 24 Power of Attorney*

*Previously filed with original registration statement or incorporated by reference into original registration statement