HUNGARIAN TELEPHONE & CABLE CORP Form SC 13D/A June 30, 2008

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 3)

Hungarian Telephone and Cable Corp.

(Name of Issuer)

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

4455421030

(CUSIP Number)

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Apax Partners Worldwide
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London W1B 1PT, U.K.
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London W1K 5EF, U.K.
+44 20 7514 8800

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Michael Wolfson, Esq. Simpson Thacher & Bartlett LLP

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

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

June 30, 2008

(Date of Event which Requires Filing of this Statement)

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

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

Neither the filing of this Amendment No. 3 to the Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that any such person is the beneficial owner of any of the shares of Hungarian Telephone and Cable Corp. (the Issuer) referred to herein for the purposes of Section 13(d) of the Securities Exchange Act 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 4. Purpose of the Transaction

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

On June 30, 2008, TDC issued a press release which is attached as an exhibit hereto and deemed to be incorporated by reference herein.

Item 7. Materials to be Filed as Exhibits

The following document is hereby filed as exhibit:

Exhibit Description

Ex-99.16

Press release by TDC A/S, dated June 30, 2008.

SIGNATURE

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

Date: June 30, 2008

NORDIC TELEPHONE COMPANY APS

By: /s/ Richard Wilson

Richard Wilson Director

By: /s/ Oliver Haarmann

Oliver Haarmann

Director

By: /s/ Gustavo Schwed

Gustavo Schwed

Director

By: /s/ Lawrence H.

Guffey

Lawrence H. Guffey

Director

By: /s/ Kurt Björklund

Kurt Björklund

Director

NORDIC TELEPHONE COMPANY INVESTMENT APS

By: /s/ Richard Wilson

Richard Wilson

Director

By: /s/ Oliver Haarmann

> Oliver Haarmann Director

By: /s/ Gustavo Schwed

> Gustavo Schwed Director

/s/ Lawrence H. By: Guffey

Lawrence H. Guffey

Director

By: /s/ Kurt Björklund

> Kurt Björklund Director

For and on behalf of <i>A</i>	Apax Partners Euro	pe Managers Ltd. a	s Manager of Ap	oax Europe VI-A, L.P.

By: /s/ Adrian Beecroft

Adrian Beecroft *Authorized*

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/ Mark Cook

Mark Cook

Authorized

Signatory

Αp	ax Aı	ngel	Sync	lication	Partners	(Cav	vman)	GP	Lt	d

By: /s/ Mark Cook

Mark Cook

Authorized

Signatory

Blackstone NSS Communications Partners (Cayman) L.P.

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

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Manager*

Blackstone Family Communications Partnership (Cayman) L.P.

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Manager*

Blackstone Capital Partners (Cayman) IV L.P.

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

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Manager*

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

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

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Manager*

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

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Manager*

Blackstone Participation Partnership (Cayman) IV L.P.

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Authorized Person*

Blackstone Communications Management Associates (Cayman) L.P.

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Manager*

Blackstone Management Associates (Cayman) IV L.P.

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

By: /s/ Robert L. Friedman

Robert L. Friedman *Manager*

Blackstone FI Communications Associates (Cayman) Ltd.

By: /s/ Robert L. Friedman

Robert L. Friedman *Director*

Blackstone LR Associates (Cayman) IV Ltd.	

By: /s/ Robert L. Friedman

Robert L. Friedman *Director*

/s/ Peter G. Peterson

Peter G. Peterson

/s/ Stephen A. Schwarzman

Stephen A. Schwarzman

Signed by for and on behalf of

KKR Millennium Fund (Overseas), Limited Partnership

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

By: KKR Millennium Limited, its general partner

By: /s/ William J.

Janetschek

William J. Janetschek

Authorized Person

Signed by for and on behalf of

KKR Associates Millennium (Overseas), Limited Partnership

By: KKR Millennium Limited, its general partner

By: /s/ William J.

Janetschek

William J. Janetschek Authorized Person

Signed by for and on behalf of

KKR Millennium Limited

By: /s/ William J.

Janetschek

William J. Janetschek *Authorized Person*

Signed by for and on behalf of

KKR European Fund II, Limited Partnership

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

By: KKR Europe II Limited, its general partner

By: /s/ William J.
Janetschek

William J. Janetschek *Authorized Person*

Signed by for and on behalf of

KKR Associates Europe II, Limited Partnership

By: KKR Europe II Limited, its general partner

By: /s/ William J.
Janetschek

William J. Janetschek *Authorized Person*

Signed by for and on behalf of

KKR Europe II Limited

By: /s/ William J.

Janetschek

William J. Janetschek *Authorized Person*

Signed by for and on behalf of

KKR Partners (International) Limited Partnership

By: KKR 1996 Overseas Limited

By: /s/ William J.

Janetschek

William J. Janetschek *Authorized Person*

Signed by for and on behalf of

KKR 1996 Overseas Limited

By: /s/ William J.

Janetschek

William J. Janetschek *Authorized Person*

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

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Permira Europe	III G.P. L.P.)

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

Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
Permira Europe II Managers L.P. as)	Alternate
		Director
general partner of Permira Europe II L.P. 1,)	
acting by its general partner)	
Permira (Europe) Limited)	
Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
Permira Europe II Managers L.P. as)	Alternate
		Director
general partner of Permira Europe II L.P. 2)	
acting by its general partner)	
Permira (Europe) Limited)	
Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
Permira Europe II Managers L.P. as)	Alternate
		Director
managing general partner of)	
Permira Europe II C.V. 3)	
acting by its general partner)	
Permira (Europe) Limited)	
Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
Permira Europe II Managers L.P. as)	Alternate
		Director
managing general partner of)	
Permira Europe II C.V. 4)	
acting by its general partner)	
Permira (Europe) Limited)	
Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
Permira (Europe) Limited as manager of)	

		Alternate Director
Permira Europe II Co-investment Scheme)	
Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
SV (Nominees) Limited as nominee for)	Alternate Director
Schroder Ventures Investments Limited)	
Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
Permira Europe II Managers L.P.)	Alternate Director
acting by its general partner)	
Permira (Europe) Limited)	
Signed by)	/s/ Kees Jager
for and on behalf of)	Kees Jager
Permira (Europe) Limited Alternate Director)	Alternate Director

PROVIDENCE EQUITY OFFSHORE PARTNERS V L.P.

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

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

By: /s/ Paul J. Salem

Paul J. Salem

Authorized Person

PROVIDENCE EQUITY OFFSHORE GP V L.P.

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

By: /s/ Paul J. Salem

Paul J. Salem

Authorized Person

PROVIDENCE EQUITY PARTNERS (CAYMAN) V LTD.

By: /s/ Paul J. Salem

Paul J. Salem

Authorized Person

PROVIDENCE EQUITY OFFSHORE PARTNERS IV L.P.

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

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

By: /s/ Paul J. Salem

Paul J. Salem
Authorized Person

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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

Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form SC 13D/A PROVIDENCE EQUITY PARTNERS IV L.L.C.

By: /s/ Paul J. Salem

Paul J. Salem

Authorized

Signatory

PROVIDENCE	SYNDICATION	PARTNERS	(CAYMAN)	L.P.

By:	Providence	Syndication	Partners (Cayman) GP, L	td., its	general	partner

By: /s/ Jonathan M. Nelson

Jonathan M. Nelson *Authorized Signatory*

PROVIDENCE SYNDICATION PARTNERS (CAYMAN) GP, LTD.

By: /s/ Jonathan M. Nelson

Jonathan M. Nelson *Authorized Signatory*

By: /s/ Paul J. Salem

Paul J. Salem

By: /s/ Jonathan M. Nelson

Jonathan M. Nelson

By: /s/ Glenn M. Creamer

Glenn M. Creamer

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June 30, 2008
HTCC review of strategic alternatives
Release 13-2008
TDC is the leading provider of communications solutions in Denmark with a strong Nordic focus. In the Nordic region TDC has four business units: Business Nordic, Fixnet Nordic, Mobile Nordic and YouSee. TDC s activities outside the Nordic Region comprise amongst others Sunrise, a leading telecommunications provider in Switzerland, and HTCC, a leading telecommunications provider in Hungary. TDC was partly privatized in 1994 and fully privatized in 1998. Nordic Telephone Company ApS owns 87.9% of TDC, with the remainder of the shares held by individual and institutional shareowners.
TDC listing
Shares: OMX Nordic Exchange Copenhagen A/S
Reuters TDC.CO
Bloomberg TDC DC
Nominal value DKK 5
ISIN DK0010 253335
Sedol 5698790