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HUNGARIAN TELEPHONE & CABLE CORP

Form 8-K

March 31, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 31, 2005

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

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 1-11484                     | 13-3652685                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

1201 Third Avenue, Suite #3400  
Seattle, Washington 98101-3034  
(Address of Principal Executive Offices)

(206) 654-0204  
(Registrant's telephone number, including area code)

Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

Item 2.02 Results of Operations and Financial Condition\*

On March 31, 2005, the Registrant issued a press release announcing its financial results for the year ended December 31, 2004. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press release dated March 31, 2005 announcing the Registrant's financial results for the year ended December 31, 2004.

\* The information furnished under Item 2.02 of this Current Report on Form 8-K, including the exhibit attached hereto under Item 9.01, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HUNGARIAN TELEPHONE AND CABLE CORP.

Date: March 31, 2005

By: /s/ Peter T. Noone

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Peter T. Noone  
General Counsel

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HUNGARIAN TELEPHONE AND CABLE CORP.  
Exhibit Index

| Exhibit<br>Number | Description of Document  |
|-------------------|--|
| 99.1              | Press Release dated March 31, 2005<br>announcing the Registrant's financial<br>results for the fiscal year ended<br>December 31, 2004. |