

HUNGARIAN TELEPHONE & CABLE CORP
Form 8-K
September 13, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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) September 8, 2004

Hungarian Telephone and Cable Corp.
(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-11484

(Commission File Number)

13-3652685

(IRS Employer Identification No.)

1201 Third Avenue, Suite 3400, Seattle, WA

(Address of principal executive offices)

98101-3034

(Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.01. Changes in Control of Registrant.

On September 3, 2004, Citizens Communications Company and certain of its affiliates (*Citizens*) sold (i) 2,305,908 shares of Hungarian Telephone & Cable Corp. (the *Company*) common stock (the *Common Stock*) for a purchase price of \$11,529,540.00, or \$5.00 per share of Common Stock and (ii) 30,000 shares of preferred stock (the *Preferred Stock*) of the Company for a purchase price of \$1,650,000.00 or \$55.00

Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form 8-K

Ashmore Investment Management Limited on September 8, 2004.)

Exhibit 99.4 Call Option Agreement (Option 1) between Asset PCC No 2 Limited re Ashmore Emerging Economy Portfolio and TDC A/S, dated September 3, 2004. (Incorporated herein by reference to Exhibit 7.14 of Schedule 13D (Amendment No. 3) filed by Ashmore Investment Management Limited on September 8, 2004.)

2

Exhibit 99.5 Call Option Agreement (Option 2) between EMDCD and TDC A/S, dated September 3, 2004. (Incorporated herein by reference to Exhibit 7.15 of Schedule 13D (Amendment No. 3) filed by Ashmore Investment Management Limited on September 8, 2004.)

Exhibit 99.6 Call Option Agreement (Option 3) between Ashmore Global Special Situations Fund Limited and TDC A/S, dated September 3, 2004. (Incorporated herein by reference to Exhibit 7.16 of Schedule 13D (Amendment No. 3) filed by Ashmore Investment Management Limited on September 8, 2004.)

Exhibit 99.7 Form of Stockholders Agreement among Stockholders named therein appended to each of the Options. (Incorporated herein by reference to Exhibit 7.17 of Schedule 13D (Amendment No. 3) filed by Ashmore Investment Management Limited on September 8, 2004.)

3

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 hereunto duly authorized.

HUNGARIAN TELEPHONE AND CABLE CORP.

By: /s/ Peter T. Noone

Name: Peter T. Noone
Title: General Counsel

Date: September 13, 2004