

HUNGARIAN TELEPHONE & CABLE CORP  
Form 8-K  
January 11, 2008

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**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): January 11, 2008

**HUNGARIAN TELEPHONE AND CABLE CORP.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-11484**  
(Commission

**13-3652685**  
(IRS Employer

File Number)  
**1201 Third Avenue, Suite #3400**

Identification No.)

**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)

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 communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. 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 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure\***

On January 11, 2008, Hungarian Telephone and Cable Corp. (the Company) is hosting a conference call to discuss its agreement to purchase a controlling stake in Memorex Telex Communications AG (at 15:00 UK time, 16:00 CET, 10:00 a.m. ET, 7:00 a.m. PT). A copy of the Company's press release announcing the conference call, the Company's presentation material for the conference call, and certain other documents relating to the financing of the acquisition are furnished herewith as Exhibits 99.1, 99.2, 99.3 and 99.4.

**Item 9.01 Financial Statements and Exhibits\***

(d) Exhibits

- 99.1 Press Release dated January 7, 2008
- 99.2 Presentation Material for January 11, 2008 Conference Call
- 99.3 Summary Term Sheet for Bridge Debt Financing for Acquisition
- 99.4 Proposed Key Amendments/Waivers to the Company's existing EUR 165 million term and multicurrency credit facilities agreement dated August 6, 2004, as amended and restated to date.

\* The information furnished under Item 7.01 of this Current Report on Form 8-K, including the exhibits 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 they 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.

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: January 11, 2008

By: /s/ Peter T. Noone  
Peter T. Noone  
General Counsel

HUNGARIAN TELEPHONE AND CABLE CORP.

Exhibit Index

<b>Exhibit Number</b>	<b>Description of Document</b>
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