

HUNGARIAN TELEPHONE & CABLE CORP  
Form SC 13D/A  
November 28, 2008

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 14)**

**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)

**Jesper Ovesen**

**TDC A/S (Formerly Tele Danmark A/S)**

**Teglholmegade 1**

**0900 Copenhagen C, Denmark**

**Tel: +45 6663 7650**

**Copy To:**

**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)

**November 28, 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.

---

This Amendment No. 14 to the Schedule 13D of TDC A/S (formerly Tele Danmark A/S) (“TDC”) relates to the beneficial ownership by TDC of the Common Stock, par value U.S.\$0.001 per Share (the “Shares”) of Hungarian Telephone and Cable Corp. (the “Issuer”). This Amendment No. 14 amends and supplements the Schedule 13D of TDC filed on July 15, 1997, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12 and Amendment No. 13 thereto (collectively, the Schedule 13D ). Capitalized terms used but not otherwise defined in this document have the meanings assigned to them in the Schedule 13D.

**Item 4. Purpose of the Transaction**

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

On November 28, 2008, TDC’s controlled subsidiary HTCC issued a press release announcing a corporate reorganization to change HTCC’s place of incorporation from Delaware to Denmark.

On November 27, 2008, TDC sent a letter to the board of directors of Hungarian Telephone and Cable Corp. in connection with TDC’s current intent, which is subject to change, to exercise its option to convert its 30,000 shares of Preferred Stock into 300,000 shares of Common Stock prior to the aforementioned reorganization of HTCC.

---

**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: November 28, 2008

TDC A/S

By:

/s/ Eva Berneke

Name: Eva Berneke

Title:

Senior Executive Vice

President and Chief Strategy

Officer

By:

/s/ Jesper Ovesen

Name: Jesper Ovesen

Title:

Senior Executive Vice

President and Chief Financial

Officer