Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form 4

HUNGARIAN TELEPHONE & CABLE CORP

Form 4

March 31, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TDC A/S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HUNGARIAN TELEPHONE & CABLE CORP [HTC]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 03/30/2005

Director X__ 10% Owner Officer (give title Other (specify below)

NOERREGADE 21 0900 COPENHAGEN C

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DENMARK, G7 8000

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative Sec | curitie | s Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|---|---|-------------|--|---------|---------------|--|---|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | ransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year) | | 4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 03/30/2005 | | Code V | Amount 1,548,572 | (D) | Price \$ 19.5 | (Instr. 3 and 4) 1,548,572 | D | |
| Common Stock | 03/30/2005 | | P | 761,164 | A | \$ 19.5 | 761,164 | D | |
| Common Stock | 03/30/2005 | | P | 441,200 | A | \$ 19.5 | 441,200 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form 4

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | • | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|------|-----------------------------------|---|--------------------------------------|---|---|---|---------------------|--------------------|---|----------------------------------|
| | | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Con | es A evertible ferred ck | \$ 0 (1) | 03/30/2005 | | P | 12,000 | <u>(1)</u> | <u>(1)</u> | Common Stock | 120,000 |
| purc | crants to chase nmon ck | \$ 0 (2) | 03/30/2005 | | P | 21 | <u>(2)</u> | <u>(2)</u> | Common Stock | 2,100,000 |
| purc | crants to chase nmon | \$ 0 (3) | 03/30/2005 | | P | 4 | (3) | (3) | Common Stock | 400,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| TDC A/S NOERREGADE 21 0900 COPENHAGEN C DENMARK, G7 8000 | | X | | | | |

Signatures

| //H ' D D '1 / 1000 | |
|--|------------|
| /s/ Henning Dyremose, President and CEO | 03/31/2005 |
| **Signature of Reporting Person | Date |
| /s/ Hans Munk Nielsen, Senior Executive Vice President and | |
| CFO | 03/31/2005 |
| **Signature of Reporting Person | Date |

Reporting Owners 2

Edgar Filing: HUNGARIAN TELEPHONE & CABLE CORP - Form 4

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Holders of Series A Convertible Preferred Stock have the right, at any time, to convert any such shares into ten shares of common stock of Hungarian Telephone and Cable Corp.
- On March 30, 2005, TDC A/S entered into an agreement to acquire warrants to purchase 2,100,000 shares of Common Stock from Asset

 (2) Holder PCC Limited Re: Ashmore Emerging Markets Liquid Investment Portfolio for a period of 60 days from the date of acquisition for an aggregate price of \$19,950,000, which represents a price of \$9.50 per share.
- On March 30, 2005, TDC A/S entered into an agreement to acquire warrants to purchase 400,000 shares of Common Stock from (3) Ashmore Emerging Markets Debt Fund for a period of 60 days from the date of acquisition for an aggregate price of \$3,800,000, which represents a price of \$9.50 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.