

HUNGARIAN TELEPHONE & CABLE CORP  
Form S-8 POS  
February 13, 2004

As filed with the Securities and Exchange Commission on February 13, 2004

Registration No. 333-54688

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**POST-EFFECTIVE AMENDMENT NO. 2 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**HUNGARIAN TELEPHONE AND CABLE CORP.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other Jurisdiction of  
Incorporation or Organization)

**13-3652685**  
(I.R.S. Employer  
Identification No.)

**1201 Third Avenue, Suite 3400 Seattle, WA**  
(Address of principal executive offices)

**98101-3034**  
(Zip Code)

**HUNGARIAN TELEPHONE AND CABLE CORP.**

**2002 INCENTIVE STOCK OPTION PLAN**

**(Additional 250,000 Shares Added)**

**(Full Title of the Plan)**

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**Peter T. Noone**

**General Counsel**

**Hungarian Telephone and Cable Corp.**

**1201 Third Avenue, Suite 3400**

**Seattle, WA 98101-3034**

**(206) 654-0204**

**(Name, Address, Telephone Number, including Area Code, of Agent for Service)**

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Parts I and II and Re-Offer Prospectus

The Registrant's Registration Statement No. 333-54688 was deemed effective by the Securities and Exchange Commission on January 31, 2001 in connection with the offering of 250,000 shares of common stock. The Registrant's United States address is now 1201 Third Avenue, Suite 3400, Seattle, WA 98101-3034. The Registrant's United States telephone number is 206-654-0204. Accordingly, all references to the Registrant or the Company's address and telephone number in the Registration Statement, Prospectus and Re-Offer Prospectus shall now be deemed to reference this address, 1201 Third Avenue Suite 3400, Seattle, WA 98101-3034 and the telephone number 206-654-0204.

In accordance with the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing a post-effective amendment on Form S-8 and has authorized this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Seattle, State of Washington, February 12, 2004.

HUNGARIAN TELEPHONE AND CABLE CORP.

By: /s/ Peter T. Noone

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Peter T. Noone  
General Counsel and Authorized Representative on behalf  
of the Registrant and the Registrant's Board of Directors