

Invitel Holdings A/S  
Form 425

November 28, 2008

**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): November 28, 2008

HUNGARIAN TELEPHONE AND CABLE CORP.  
(Exact Name of Registrant as Specified in Charter)

|                                                      |              |                |
|------------------------------------------------------|--------------|----------------|
| Delaware                                             | 1-11484      | 13-3652685     |
| (State or Other Jurisdiction                         | (Commission  | (IRS Employer  |
| of Incorporation)                                    | File Number) | Identification |
| 1201 Third Avenue, Suite #3400                       |              | 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)

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))

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Item 7.01 Regulation FD

Item 8.01 Other Events

On November 28, 2008, Hungarian Telephone and Cable Corp. (the "Company") issued a press release announcing a corporate reorganization to change the Company's place of incorporation from Delaware to Denmark.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated November 28, 2008 announcing a corporate reorganization to change the Company's place of incorporation from Delaware to Denmark.

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: November 28, 2008 By: /s/ Peter T. Noone  
Peter T. Noone  
General Counsel

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HUNGARIAN TELEPHONE AND CABLE CORP.

Exhibit Index

| Exhibit<br>Number | Description of Document |
|-------------------|-------------------------|
|-------------------|-------------------------|

|      |                                                                                                                                                      |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press Release dated November 28, 2008 announcing a corporate reorganization to change the Company's place of incorporation from Delaware to Denmark. |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------|