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HUNGARIAN TELEPHONE & CABLE CORP
Form S-8 POS
June 27, 2002

As filed with the Securities and Exchange Commission
on June 27, 2002

Registration No. 333-54688

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

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

32 Center Street, Darien, CT
(Address of principal executive offices)

06820
(Zip Code)

HUNGARIAN TELEPHONE AND CABLE CORP.
1992 INCENTIVE STOCK OPTION PLAN, AS AMENDED
(Additional 250,000 Shares Added)
(Full Title of the Plan)

Peter T. Noone
General Counsel
Hungarian Telephone and Cable Corp.
32 Center Street
Darien, CT 06820
(203) 656-3882

(Name, Address including Zip Code,
and Telephone Number of Agent for Service)

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. At the Registrant's Annual Meeting of Stockholders on May 22, 2002, the Registrant's stockholders approved an amendment to the Registrant's 1992 Incentive Stock Option Plan. Such amendment extended the term of the plan by five additional years and renamed the plan, the "2002 Incentive Stock Option Plan." Accordingly, all references to the 1992 Incentive Stock Option Plan or the "Incentive Plan" in the Registration

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Statement, Prospectus and Re-Offer Prospectus shall now be deemed to reference the 2002 Incentive Stock Option Plan.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8 of Part II is replaced in its entirety with the following:

Item 8. Exhibits

Regulation S-K Exhibit Number	Document	Reference to Prior Filing or Exhibit Number Attached Hereto
4.1	Certificate of Incorporation of the Registrant, as amended	4.1
4.2	Bylaws of the Registrant, as amended	4.2
4.3	2002 Incentive Stock Option Plan, as amended	4.3
5	Opinion of Peter T. Noone, General Counsel of the Registrant	5
23	Consent of Peter T. Noone, General Counsel of the Registrant	Included in Exhibit 5
23.1	Consent of KPMG Hungaria Kft. independent public accountants	23.1
24	Power of Attorney	Contained on Signature Page

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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. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Darien, State of Connecticut, June 27, 2002.

HUNGARIAN TELEPHONE AND CABLE CORP.

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

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INDEX TO EXHIBITS

Exhibit

No. Description

- 4.1 Certificate of Incorporation of the Registrant, as amended*
- 4.2 Bylaws of the Registrant, as amended*
- 4.3 2002 Incentive Stock Option Plan
- 5 Opinion of Peter T. Noone, General Counsel of the Registrant*
- 23 Consent of Peter T. Noone, General Counsel of the Registrant
(included in Exhibit 5)*
- 23.1 Consent of KPMG Hungaria, Kft., independent public accountants*
- 24 Power of Attorney*

*Previously filed with original registration statement or incorporated by reference into original registration statement