HUNGARIAN TELEPHONE & CABLE CORP
Form 3
February 03, 2006

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person [*]

Â Permira (Europe) Ltd.

(Last) (First) (Middle)

TRAFALGAR COURT, LES BANQUES,Â ST PETER PORT

(Street)

GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/25/2006

3. Issuer Name **and** Ticker or Trading Symbol
HUNGARIAN TELEPHONE & CABLE CORP [HTC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,999,789	I	See Notes [(3)] [(4)] [(5)] [(6)]

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock (1)	Â (1)	Â (1)	Common Stock	30,000	$ 0 (1)	I	See Notes (3) (4) (5) (6)
Warrants to purchase Common Stock (2)	Â (2)	Â (2)	Common Stock	2,500,000	$ 0 (2)	I	See Notes (3) (4) (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Permira (Europe) Ltd. TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â
Permira Europe II CV3 TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â
Permira Europe II CV4 TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â
Permira Europe II LP1 TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â
Permira Europe II LP2 TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â
Permira Europe II Co-Investment Scheme TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â
Schroder Ventures Investment LTD TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â
Permira Europe II Managers L.P. TRAFALGAR COURT, LES BANQUES ST PETER PORT GUERNSEY, CHANNEL ISLANDS,Â X0Â GY1 3QL	Â	Â X	Â	Â

Signatures

See signatures of reporting persons attached as Exhibit 99.1	02/03/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

(2) TDC A/S entered into agreements on March 30, 2005 to acquire warrants to purchase 2,500,000 shares of Common Sock for a period of 60 days from the date of acquisition for a price representing $9.50 per share.

(3) See Exhibit 99.2 for explanation of the nature of indirect beneficial ownership.

(4) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock, Series A Convertible Preferred Stock and Warrants to purchase Common Stock (the "Securities") covered by this Statement. Each of the reporting persons disclaims beneficial ownership of the Securities, except to the extent of its or his pecuniary interest in such Securities.

(5) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in 9 parts.

(6) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

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Remarks:

Exhibits:Â 99.1Â FilingÂ PersonÂ information;Â 99.2Â IndirectÂ BeneficialÂ Ownership;Â 99.3Â JointÂ FilingÂ Agreeme

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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