

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. 333-81813

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
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POST-EFFECTIVE AMENDMENT NO. 1 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)

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. 333-81813 was deemed effective by the Securities and Exchange Commission on June 29, 1999 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 Statement, Prospectus and Re-Offer Prospectus shall now be deemed to reference the 2002 Incentive Stock Option Plan.

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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<br>Exhibit<br>Number | Document  | Reference to Prior<br>Filing or Exhibit<br>Number Attached Hereto |
|-------------------------------------|---|---|
| 4.1                                 | Certificate of Incorporation<br>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,<br>General Counsel of the Registrant   | 5   |
| 23                                  | Consent of Peter T. Noone, General<br>Counsel of the Registrant   | Included in<br>Exhibit 5  |
| 23.1                                | Consent of KPMG Peat Marwick<br>LLP, certified public accountants | 23.1  |
| 24                                  | Power of Attorney   | Contained on<br>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

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| 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<br>(included in Exhibit 5)* |
| 23.1 | Consent of KPMG Peat Marwick LLP, certified public accountants*                          |
| 24   | Power of Attorney*   |

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