

TDC A/S  
Form SC TO-T/A  
December 27, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**(Amendment No. 6)**

**TDC A/S**

(Name of Subject Company (Issuer))

Nordic Telephone Company ApS  
Nordic Telephone Company Investment ApS  
Nordic Telephone Company Finance ApS  
Nordic Telephone Company Holding ApS  
Blackstone NSS Communications Partners (Cayman) L.P.  
Blackstone Capital Partners (Cayman) IV L.P.  
Blackstone Communications Management Associates (Cayman) L.P.  
Blackstone Management Associates (Cayman) IV L.P.  
Blackstone FI Communications Associates (Cayman) Ltd.  
Blackstone LR Associates (Cayman) IV Ltd.  
KKR Millennium Fund (Overseas), Limited Partnership  
KKR European Fund II, Limited Partnership  
KKR Associates Millennium (Overseas), Limited Partnership  
KKR Associates Europe II, Limited Partnership  
KKR Millennium Limited  
KKR Europe II Limited  
Permira Europe III L.P. 1  
Permira Europe III L.P. 2

Permira Europe III GP L.P.  
Permira Europe III G.P. Limited  
Permira Europe II L.P. 1  
Permira Europe II L.P. 2  
Permira Europe II Managers L.P.  
Permira (Europe) Limited  
Permira Europe II C.V.3  
Permira Europe II C.V.4  
Permira Europe II Co-Investment Scheme  
Schroder Ventures Investments Limited  
Providence Equity Offshore Partners V L.P.  
Providence Equity Offshore Partners IV L.P.  
Providence Equity Offshore GP V L.P.  
Providence Equity Offshore GP IV L.P.  
Providence Equity Partners (Cayman) V Ltd.  
Providence Equity Partners (Cayman) IV Ltd.  
Apax Europe VI-A, L.P.  
Apax Europe VI GP L.P. Inc.  
Apax Europe VI GP Co. Ltd.  
Apax Partners Europe Managers Limited

(Names of Filing Persons (Offerors))

**Ordinary Shares, nominal value DKK5 each**

(Title of Class of Securities)

**ISIN DK0010253335**

(ISIN Number of Class of Securities)

**Americian Depositary Shares (representing ordinary shares),**

(Title of Class of Securities)

**87236N102**

(CUSIP Number of Class of Securities)

**Richard Wilson  
Nordic Telephone Company ApS**

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Lawrence H. Guffey  
Nordic Telephone Company ApS  
c/o The Blackstone Group International Limited  
40 Berkeley Square  
London W1J 5AL  
United Kingdom  
+44 (0) 20 7451 4000

c/o Apax Partners Worldwide LLP  
15 Portland Place  
London W1B 1PT  
United Kingdom  
+44 (0) 20 7572 6300

Kurt Björklund  
Nordic Telephone Company ApS  
c/o Permira Advisers KB  
Birger Jarlgatan 12  
SE-114 34 Stockholm  
Sweden  
+46 (0) 8 503 122 00

Oliver Haarmann  
Nordic Telephone Company ApS  
c/o Kohlberg Kravis Roberts & Co. L.P.  
Stirling Square  
7 Carlton Gardens  
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United Kingdom  
+44 (0) 20 7839 9800

Copy to:  
Michael Wolfson, Esq.  
Simpson Thacher & Bartlett LLP  
Citypoint  
One Ropemaker Street  
London EC2Y 9HU  
United Kingdom  
+44 (0) 20 7275 6500

Gustavo Schwed  
Nordic Telephone Company ApS  
c/o Providence Equity Partners Limited  
78 Brook Street  
London W1K 5EF  
United Kingdom  
+44 (0) 20 7514 8800

(Name, address, and telephone numbers of persons authorized to receive notices and communications on behalf of filing persons)

**CALCULATION OF FILING FEE**

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Transaction valuation*	Amount of filing fee**
\$11,990,398,360	\$1,282,973.00

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\* Estimated for purposes of calculating the filing fee only, in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The calculation of the transaction valuation assumes the purchase of 198,375,177 shares of TDC A/S of DKK5 each, at a purchase price of DKK382 per share in cash upon the expiration of the initial offering period referred to herein, converted into U.S. dollars at the noon buying rate as published by the Federal Reserve Bank of New York on November 30, 2005 of \$1=DKK6.3200.

\*\* The amount of the filing fee, calculated in accordance with Regulation 240.0-11 of the Exchange Act, and Fee Advisory #5 for Fiscal Year 2006, is equal to .010700% of the value of the transaction.

ÿ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,282,973.0

Form or Registration No.: Schedule TO

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**Filing Party:** Nordic Telephone Company ApS  
Nordic Telephone Company Investment ApS  
Nordic Telephone Company Finance ApS  
Nordic Telephone Company Holding ApS  
Blackstone NSS Communications Partners (Cayman) L.P.  
Blackstone Capital Partners (Cayman) IV L.P.  
Blackstone Communications Management Associates (Cayman) L.P.  
Blackstone Management Associates (Cayman) IV L.P.  
Blackstone FI Communications Associates (Cayman) Ltd.  
Blackstone LR Associates (Cayman) IV Ltd.  
KKR Millennium Fund (Overseas), Limited Partnership  
KKR European Fund II, Limited Partnership  
KKR Associates Millennium (Overseas), Limited Partnership  
KKR Associates Europe II, Limited Partnership  
KKR Millennium Limited  
KKR Europe II Limited  
Permira Europe III L.P. 1  
Permira Europe III L.P. 2  
Permira Europe III GP L.P.  
Permira Europe III G.P. Limited  
Permira Europe II L.P. 1  
Permira Europe II L.P. 2  
Permira Europe II Managers L.P.  
Permira (Europe) Limited  
Permira Europe II C.V.3  
Permira Europe II C.V.4  
Permira Europe II Co-Investment Scheme  
Schroder Ventures Investments Limited  
Providence Equity Offshore Partners V L.P.  
Providence Equity Offshore Partners IV L.P.  
Providence Equity Offshore GP V L.P.  
Providence Equity Offshore GP IV L.P.  
Providence Equity Partners (Cayman) V Ltd.  
Providence Equity Partners (Cayman) IV Ltd.  
Apax Europe VI-A, L.P.  
Apax Europe VI GP L.P. Inc.  
Apax Europe VI GP Co. Ltd.  
Apax Partners Europe Managers Limited

Date Filed: December 2, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 6 to Schedule TO amends and supplements the Schedule TO originally filed by Nordic Telephone Company ApS and the other offerors (the "Offerors") on December 2, 2005 (as it may be amended or supplemented from time to time, the "Schedule TO"). The Schedule TO relates to the offer by Nordic Telephone Company ApS, a private limited liability company (the "Bidder"), to purchase all shares of DKK5 each ("TDC Shares"), and American Depositary Shares ("TDC ADSs"), each representing one-half of one TDC Share, of TDC A/S, a Danish public limited company organized under the laws of Denmark, at a purchase price of DKK382 per share and the U.S. dollar equivalent of DKK191 per ADS in cash (in each case without interest and subject to adjustment as described in the Offer Document). The terms and conditions of the offer (as it may be amended or supplemented from time to time, the "Tender Offer") are described in the Offer Document, published on December 2, 2005 (as it may be amended or supplemented from time to time, the "Offer Document"), a copy of which was originally filed as Exhibit (a)(1)(A) to the Schedule TO filed on December 2, 2005, and, where applicable, the related Form of Acceptance (included in the Offer Document) and Letter of Transmittal and the instructions thereto, a copy of which was originally filed as Exhibit (a)(1)(B) to the Schedule TO filed on December 2, 2005.

Except as otherwise indicated, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

### ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following thereto:

- (a)(1)(P) Advertisement, published on December 26, 2005 in *Berlingske Tidende*, *Jyllands-Posten* and *Politiken*, and on December 27, 2005 in *Børsen*, *Ekstra Bladet* and *BT*, expected to be published on January 1, 2006 in *Berlingske Tidende* and *Politiken*, expected to be published on January 2, 2006 in *Børsen*, *Jyllands-Posten*, *Ekstra Bladet*, *BT* and *MetroXpress*, expected to be published on January 7, 2006 in *Berlingske Tidende*, *Jyllands-Posten*, *Politiken*, *Ekstra Bladet* and *BT*, expected to be published on January 9, 2006 in *Børsen*, and expected to be published on January 10, 2006 in *Børsen*, *Berlingske Tidende*, *Jyllands-Posten*, *Politiken*, *BT*, *Ekstra Bladet* and *MetroXpress* (English translation of document prepared in Danish only).

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 27, 2005

**NORDIC TELEPHONE COMPANY APS**

By: /s/ Richard Wilson

\_\_\_\_\_

Name: Richard Wilson  
Title: Director

By: /s/ Lawrence H. Guffey

\_\_\_\_\_

Name: Lawrence H. Guffey  
Title: Director

By: /s/ Oliver Haarmann

\_\_\_\_\_

Name: Oliver Haarmann  
Title: Director

By: /s/ Kurt Björklund

\_\_\_\_\_

Name: Kurt Björklund  
Title: Director

By: /s/ Gustavo Schwed

\_\_\_\_\_

Name: Gustavo Schwed  
Title: Director

**NORDIC TELEPHONE COMPANY INVESTMENT APS**

By: /s/ Richard Wilson

\_\_\_\_\_

Name: Richard Wilson  
Title: Director

By: /s/ Lawrence H. Guffey

\_\_\_\_\_

Name: Lawrence H. Guffey  
Title: Director

By: /s/ Oliver Haarmann

\_\_\_\_\_

Name: Oliver Haarmann  
Title: Director

By: /s/ Kurt Björklund

\_\_\_\_\_

Name: Kurt Björklund  
Title: Director

By: /s/ Gustavo Schwed

\_\_\_\_\_

Name: Gustavo Schwed  
Title: Director

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NORDIC TELEPHONE COMPANY FINANCE APS

By: /s/ Richard Wilson

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Name: Richard Wilson  
Title: Director

By: /s/ Oliver Haarmann

---

Name: Oliver Haarmann  
Title: Director

By: /s/ Gustavo Schwed

---

Name: Gustavo Schwed  
Title: Director

NORDIC TELEPHONE COMPANY HOLDING APS

By: /s/ Richard Wilson

---

Name: Richard Wilson  
Title: Director

By: /s/ Oliver Haarmann

---

Name: Oliver Haarmann  
Title: Director

By: /s/ Gustavo Schwed

---

Name: Gustavo Schwed  
Title: Director

By: /s/ Lawrence H. Guffey

---

Name: Lawrence H. Guffey  
Title: Director

By: /s/ Kurt Björklund

---

Name: Kurt Björklund  
Title: Director

By: /s/ Lawrence H. Guffey

---

Name: Lawrence H. Guffey  
Title: Director

By: /s/ Kurt Björklund

---

Name: Kurt Björklund  
Title: Director

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Blackstone NSS Communications Partners (Cayman) L.P.  
By Blackstone Communications Management Associates (Cayman) L.P., its general partner  
By Blackstone FI Communications Associates (Cayman) Ltd., its general partner

By: /s/ Robert Friedman

---

Name: Robert Friedman  
Title: Authorized Person

Blackstone Capital Partners (Cayman) IV L.P.  
By Blackstone Management Associates (Cayman) IV L.P., its general partner  
By Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert Friedman

---

Name: Robert Friedman  
Title: Authorized Person

Blackstone Communications Management Associates (Cayman) L.P.  
By Blackstone FI Communications Associates (Cayman) Ltd., its general partner

By: /s/ Robert Friedman

---

Name: Robert Friedman  
Title: Authorized Person

Blackstone Management Associates (Cayman) IV L.P.  
By Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert Friedman

---

Name: Robert Friedman  
Title: Authorized Person

Blackstone FI Communications Associates (Cayman) Ltd.

By: /s/ Robert Friedman

---

Name: Robert Friedman  
Title: Authorized Person

Blackstone LR Associates (Cayman) IV Ltd.

By: /s/ Robert Friedman

---

Name: Robert Friedman  
Title: Authorized Person

Signed by  
for and on behalf of  
KKR Millennium Fund (Overseas), Limited Partnership  
By: KKR Associates Millennium (Overseas), Limited Partnership, its general partner  
By: KKR Millennium Limited, its general partner

By: /s/ Perry Golkin

---

Name: Perry Golkin  
Title: Authorized Signatory

Signed by  
for and on behalf of  
KKR European Fund II, Limited Partnership  
By: KKR Associates Europe II, Limited Partnership, its general partner  
By: KKR Europe II Limited, its general partner

By: /s/ Perry Golkin

---

Name: Perry Golkin  
Title: Authorized Signatory

Signed by  
for and on behalf of  
KKR Associates Millennium (Overseas), Limited Partnership  
By: KKR Millennium Limited, its general partner

By: /s/ Perry Golkin

---

Name: Perry Golkin  
Title: Authorized Signatory

Signed by  
for and on behalf of  
KKR Associates Europe II, Limited Partnership  
By: KKR Europe II Limited, its general partner

By: /s/ Perry Golkin

---

Name: Perry Golkin  
Title: Authorized Signatory

Signed by  
for and on behalf of  
KKR Millennium Limited

By: /s/ Perry Golkin

---

Name: Perry Golkin  
Title: Authorized Signatory



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Signed by  
for and on behalf of  
KKR Europe II Limited

By: /s/ Perry Golkin

---

Name: Perry Golkin  
Title: Authorized Signatory

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Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira Europe III G.P. Limited as general partner of ) Alistair Boyle  
Permira Europe III G.P. L.P. as ) Alternate Director  
general partner of Permira Europe III L.P. 1 )

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira Europe III G.P. Limited as general partner of ) Alistair Boyle  
Permira Europe III G.P. L.P. as ) Alternate Director  
general partner of Permira Europe III L.P. 2 )

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira Europe II Managers L.P. as managing general partner ) Alistair Boyle  
of )  
Permira Europe II C.V.3 acting by its ) Alternate Director  
general partner Permira (Europe) Limited )

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira Europe II Managers L.P. as managing general partner ) Alistair Boyle  
of )  
Permira Europe II C.V.4 acting by its ) Alternate Director  
general partner Permira (Europe) Limited )

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira (Europe) Limited as managers of ) Alistair Boyle  
Permira Europe II Co-Investment Scheme ) Alternate Director

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
SV (Nominees) Limited as nominee for ) Alistair Boyle  
Schroder Ventures Investments Limited ) Alternate Director

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Signed by ) /s/ Alistair Boyle  
for and on behalf of ) Alistair Boyle  
Permira Europe III G.P. Limited as general partner of ) Alternate Director  
Permira Europe III G.P. L.P. )

Signed by ) /s/ Alistair Boyle  
for and on behalf of ) Alistair Boyle  
Permira Europe III G.P. Limited ) Alternate Director

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira Europe II Managers L.P. as ) Alistair Boyle  
general partner of Permira Europe II L.P. 1, ) Alternate Director  
acting by its general partner )  
Permira (Europe) Limited )

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira Europe II Managers L.P. as ) Alistair Boyle  
general partner of Permira Europe II L.P. 2 ) Alternate Director  
acting by its general partner )  
Permira (Europe) Limited )

Signed by )  
for and on behalf of ) /s/ Alistair Boyle  
Permira Europe II Managers L.P. ) Alistair Boyle  
acting by its general partner ) Alternate Director  
Permira (Europe) Limited )

Signed by ) /s/ Alistair Boyle  
for and on behalf of ) Alistair Boyle  
Permira (Europe) Limited ) Alternate Director

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PROVIDENCE EQUITY OFFSHORE PARTNERS V L.P.

By: Providence Equity Offshore GP V L.P., the General Partner  
By: Providence Equity Partners (Cayman) V Ltd., its general partner

By: /s/ Jonathan Nelson

---

Name: Jonathan Nelson  
Title: Authorized Signatory

PROVIDENCE EQUITY OFFSHORE PARTNERS IV L.P.

By: Providence Equity Offshore GP IV L.P., the General Partner  
By: Providence Equity Partners (Cayman) IV Ltd., its general partner

By: /s/ Jonathan Nelson

---

Name: Jonathan Nelson  
Title: Authorized Signatory

PROVIDENCE EQUITY OFFSHORE GP V L.P.

By: Providence Equity Partners (Cayman) V Ltd., its general partner

By: /s/ Jonathan Nelson

---

Name: Jonathan Nelson  
Title: Authorized Signatory

PROVIDENCE EQUITY OFFSHORE GP IV L.P.

By: Providence Equity Partners (Cayman) IV Ltd., its general partner

By: /s/ Jonathan Nelson

---

Name: Jonathan Nelson  
Title: Authorized Signatory

PROVIDENCE EQUITY PARTNERS (CAYMAN) V LTD.

By: /s/ Jonathan Nelson

---

Name: Jonathan Nelson  
Title: Authorized Signatory

PROVIDENCE EQUITY PARTNERS (CAYMAN) IV LTD.

By: /s/ Jonathan Nelson

---

Name: Jonathan Nelson  
Title: Authorized Signatory

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For and on behalf of Apax Partners Europe Managers Ltd. as Manager of Apax Europe VI-A, L.P.

By /s/ Adrian Beecroft  
\_\_\_\_\_

Name: Adrian Beecroft  
Title: Authorized Person

For and on behalf of Apax Europe VI-GP, Co. Ltd. as general partner of Apax Europe VI GP, L.P. Inc.

By /s/ Denise Fallaize  
\_\_\_\_\_

Name: Denise Fallaize  
Title: Authorized Person

For and on behalf of Apax Europe VI GP, Co. Ltd.

By /s/ Denise Fallaize  
\_\_\_\_\_

Name: Denise Fallaize  
Title: Authorized Person

For and on behalf of Apax Partners Europe Managers Ltd.

By /s/ Adrian Beecroft  
\_\_\_\_\_

Name: Adrian Beecroft  
Title: Authorized Person

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(P)	Advertisement, published on December 26, 2005 in <i>Berlingske Tidende</i> , <i>Jyllands-Posten</i> and <i>Politiken</i> , and on December 27, 2005 in <i>Børsen</i> , <i>Ekstra Bladet</i> and <i>BT</i> , expected to be published on January 1, 2006 in <i>Berlingske Tidende</i> and <i>Politiken</i> , expected to be published on January 2, 2006 in <i>Børsen</i> , <i>Jyllands-Posten</i> , <i>Ekstra Bladet</i> , <i>BT</i> and <i>MetroXpress</i> , expected to be published on January 7, 2006 in <i>Berlingske Tidende</i> , <i>Jyllands-Posten</i> , <i>Politiken</i> , <i>Ekstra Bladet</i> and <i>BT</i> , expected to be published on January 9, 2006 in <i>Børsen</i> , and expected to be published on January 10, 2006 in <i>Børsen</i> , <i>Berlingske Tidende</i> , <i>Jyllands-Posten</i> , <i>Politiken</i> , <i>BT</i> , <i>Ekstra Bladet</i> and <i>MetroXpress</i> (English translation of document prepared in Danish only).

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