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

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): **December 1, 2008**

Hawaiian Telcom Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

333-131152
(Commission File Number)

16-1710376
(I.R.S. Employer
Identification Number)

1177 Bishop Street
Honolulu, Hawaii 96813
(Address of principal executive offices)

808-546-4511
(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 1.01. Entry into a Material Definitive Agreement.

On November 28, 2008, Hawaiian Telcom Communications, Inc. (the “Company”) entered into Amendment Number Thirteen (“Amendment”), effective as of December 1, 2008, to the Application Services Agreement (the “Agreement”), effective as of February 5, 2007, by and between the Company and Accenture LLP. The Amendment extends the term of the Agreement to January 31, 2009.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment which is attached as Exhibit 10.1 to this report and incorporated herein by reference.

Item 1.03 Bankruptcy or Receivership.

On December 1, 2008 Hawaiian Telcom Communications, Inc. (the “Company”), its parent company, Hawaiian Telcom Holdco, Inc., and certain of its subsidiaries (collectively, the “Debtors”) filed voluntary petitions in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). The filings seek to allow the Company to continue its previously-announced balance sheet restructuring process. The chapter 11 cases are being jointly administered under the caption In re Hawaiian Telcom Communications, Inc., et al., Case No. 08-13086 (the “Chapter 11 Cases”). The Debtors will continue to operate their businesses and manage their properties as debtors in possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

In connection with the filing of the petitions, the Debtors will be seeking relief from the Court that will enable them to continue operations without disruption to customers, employees and other critical constituents. Providing reliable service to the consumers and businesses of Hawaii remains the Debtors’ highest priority.

A copy of a press release announcing the filing of the voluntary petitions is attached hereto as Exhibit 99.1.

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

The filing of the Chapter 11 Cases described in Item 1.03 above constituted an event of default that triggered repayment obligations under a number of debt instruments of the Debtors (the “Debt Documents”). As a result of the event of default, all obligations under the Debt Documents became automatically and immediately due and payable. The Debtors believe that any efforts to enforce the payment obligations under the Debt Documents are stayed as a result of the filing of the Chapter 11 Cases in the Bankruptcy Court. The Debt Documents and the approximate principal amount of debt currently outstanding thereunder are as follows:

1. \$574.6 million of loans under the Amended and Restated Credit Agreement, dated as of June 1, 2007, among Hawaiian Telcom Holdco, Inc., the Company, the lenders party thereto, Lehman Commercial Paper Inc., as administrative agent and collateral agent, JPMorgan Chase Bank, N.A., as syndication agent, and CoBank, ACB and Wachovia Bank, N.A., as co-documentation agents;
2. \$150 million senior floating rate notes due May 1, 2013;
3. \$200 million of senior fixed rate notes due May 1, 2013; and
4. \$150 million of senior subordinated notes due May 1, 2015.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 28, 2008, the Board of Directors of the Company, consistent with the recommendations of the Company's compensation consultant, adopted a one-time performance-based incentive (the "performance program") for executives to offset the Company's lack of an adequate long-term performance program and to align executive performance with the overall performance of the Company during the Company's on-going balance sheet restructuring and for a subsequent defined period of time. The payment of performance incentives under the performance program is dependent upon achieving stated corporate targets for Adjusted EBITDA, free cash flow and revenue. The target performance incentives, ranging from \$57,000 to \$2.3 million depending upon position, are based on the long-term compensation commitments made to the executives at the time of hire. The actual amounts payable under the performance program are not guaranteed and may be less than or greater than the target performance incentives depending on actual Company performance. Full payout under the performance program is deferred until, and contingent upon, the executive's continued employment through completion of the balance sheet restructuring and a subsequent defined period of time.

Item 7.01 Regulation FD Disclosure.

Additional information regarding the Chapter 11 Cases described in Item 1.03 above is available on the reorganization area of the Company's website at www.hawaiiantel.com or by calling a toll-free hotline at 1-888-733-1409. The Company will submit monthly operating reports to the Bankruptcy Court in accordance with the rules of the Bankruptcy Court and any applicable guidelines of the Office of the United States Trustee, and also plans to post these monthly operating reports on the reorganization area of the Company's website at www.hawaiiantel.com.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 10.1 Amendment Number Thirteen effective as of December 1, 2008 to Application Services Agreement effective as of February 5, 2007, by and between Hawaiian Telcom Communications, Inc. and Accenture LLP.
- 99.1 Press release, dated December 1, 2008.

SIGNATURES

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.

Date: December 1, 2008

HAWAIIAN TELCOM COMMUNICATIONS, INC.

/s/ Robert F. Reich

Robert F. Reich
Senior Vice President and Chief Financial Officer

**Amendment Number Thirteen
To Application Services Agreement
December 1, 2008**

AMENDMENT NUMBER THIRTEEN
TO APPLICATION SERVICES AGREEMENT

This Amendment Number Thirteen (“Amendment”), effective as of December 1, 2008 (the “Effective Date”), is between Hawaiian Telcom Communications, Inc. (“Hawaiian Telcom”) and Accenture LLP (“Accenture”). Accenture and Hawaiian Telcom may be referred to in the Amendment individually as “Party” and together as “Parties.”

The Parties entered into that certain Application Services Agreement, effective as of February 5, 2007 (the “Agreement”), which the Parties now desire to amend.

The Parties agree to modify and amend the Agreement, as follows:

1. **Amendment to ARTICLE II:** Section 2.1, Agreement Term, is modified to read, in its entirety, as follows:

“The term of this Agreement shall commence on the Effective Date and end January 31, 2009, unless earlier terminated in accordance with the terms of this Agreement (the “Term”). The term of each of the initial Statements of Work is set forth in the respective Statement of Work. Any additional Statement of Work shall specify its term. If any Statement of Work has a stated term which extends beyond the Term, the Term shall continue until the expiration of any such Statement of Work for the purpose of completing such Statement of Work, provided that it will not extend the term of any other Statement of Work.”

2. **Amendment to SOW Term:** The term for the Services and Statements of Work are also deemed amended and extended to January 31, 2009 for all Exhibits other than Exhibit B-1 (Recovery Services Statement of Work), including the following Exhibits, as revised in writing by the Parties from time to time:

- (i) **Exhibit B-2**, Enhancement Services SOW, provided that any variable resource Change Orders shall expire according to the original date in the Change Order unless otherwise extended in writing.
- (ii) **Exhibit B-3**, Application Management Services SOW
- (iii) **Exhibit B-4**, Cross-Functional Services SOW
- (iv) **Exhibit B-5**, Termination Assistance Services
- (v) **Exhibit B-6**, Billing Fallout Queue Management SOW
- (vi) **Exhibit B-7**, Infrastructure Management Services SOW

3. **Charges.** Schedule A indicates the charges applicable during this extension period. The parties are currently engaged in a bid process to migrate part or all of the scope of this Application Services Agreement to a new Master Services Agreement (the “New Agreement”). In the event that the New Agreement is executed prior to January 31, 2009, the terms of the New Agreement will supersede this Agreement for all migrated SOWs and the fixed monthly charges specified in Schedule A for the migrated SOWs will be prorated accordingly.

4. **Termination Assistance Services.** For the avoidance of doubt, Accenture acknowledges that it has received timely written notice from Hawaiian Telcom of its election to receive Termination Assistance Services, and that Hawaiian Telcom is not required to issue further notice of such election as a result of the revised Term pursuant to this Amendment.

5. **Defined Terms:** Any terms not defined in this Amendment will have the same meaning as in the Agreement.
6. **Effect of Amendment:** Unless otherwise amended herein, all terms and conditions of the Agreement, as previously amended, remain unmodified and in full force and effect.

IN WITNESS WHEREOF, this Amendment has been duly executed by and on behalf of the Parties hereto as of the Effective Date.

HAWAIIAN TELCOM COMMUNICATIONS, INC.

By: /s/ Eric K. Yeaman

Name: Eric K. Yeaman

Title: President and CEO

Date: November 28, 2008

ACCENTURE LLP

By: /s/ Ciaran O'Flaherty

Name: Ciaran O'Flaherty

Title: Senior Executive

Date: November 20, 2008



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For Immediate Release

**Hawaiian Telcom to Facilitate Balance Sheet Restructuring Through Chapter 11
Company Operations to Continue Without Interruption**

HONOLULU (Monday, December 1, 2008) — Hawaiian Telcom Communications, Inc. (“the Company”), today announced that to continue its balance sheet restructuring process and ensure the Company’s long-term financial health, it has filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware in Wilmington. The Company will continue to operate its business without interruption.

As is standard in such cases, Hawaiian Telcom is seeking relief from the Court that will enable it to continue to operate its business without interruption to customers, employees and other critical constituents. The requests include authority to honor all customer programs such as discounts and rebates, to continue to pay wages and salaries, and to continue various benefits for employees. In addition, the Company will seek authority to use its existing cash collateral to fund operations.

“Our decision to restructure through a Chapter 11 filing allows the Company to reduce its level of debt and reorganize its business, so we can emerge a stronger and more financially secure company better able to compete in the ever-changing communications industry. I strongly believe that the filing provides the right course of action to support what is in the best interests of our customers, employees, suppliers and other valued constituents.” said Eric K. Yeaman, Hawaiian Telcom’s president and chief executive officer.

“Hawaiian Telcom has proudly served the communications needs of Hawaii’s local community for over 125 years and our dedication to providing our customers with the best quality service remains the Company’s highest priority going forward,” continued Yeaman.

As previously disclosed, the Company has been working with its creditors since October on a balance sheet restructuring that would be amenable to all parties while protecting the interests of the Company’s customers, employees and other constituents. After careful consideration, Hawaiian Telcom determined that a Chapter 11 filing provided the best means to restructure its debt with minimal impact to the business.

Hawaiian Telcom’s actions are a result of increased competition in an ever-evolving communications industry, an inability to satisfy its capital expenditure needs while continuing to meet its debt service requirements, a significant downturn in the economy, as well as the difficulties in the transition of certain back office functions from Verizon following the 2005 acquisition.

While operating under Chapter 11, the Company plans to continue implementing its strategic plan which is focused on improving its customer service, enhancing processes and systems to rebuild customer and community confidence in the Company, simplifying its existing product offerings while focusing on the introduction of new products, and leveraging its network infrastructure.

“The Hawaiian Telcom board fully supports the Company’s actions and believes that Eric Yeaman and his management team are making the hard, but necessary decisions to address the Company’s financial challenges,” said Walter Dods, Hawaiian Telcom’s chairman of the board. “As the State’s premier communications company, I am



pleased that Hawaiian Telcom's service, which is critical to the people of Hawaii, will continue without interruption."

Hawaiian Telcom has sufficient liquidity to support its ongoing operating expenses in the near future. As of November 30, the Company had approximately \$75 million of cash on hand. This cash collateral, the use of which is subject to Court approval, will fund among other things, employee wages, customer programs, payments to vendors and suppliers, and the overall operation of our network.

The Company continues to work closely with the PUC and other local government agencies and officials during this process.

Hawaiian Telcom has set-up a toll-free reorganization hotline, **(888) 733-1409**, for customers, employees, or other interested parties who may have questions related to the reorganization. In addition, parties are encouraged to visit the Company website at www.hawaiiantel.com, for updates and other information surrounding today's announcement.

Forward-Looking Statements

In addition to historical information, this release includes certain statements and predictions that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In particular, any statement, projection or estimate that includes or references the words "believes", "anticipates", "intends", "expects", or any similar expression falls within the safe harbor of forward-looking statements contained in the Reform Act. Actual results or outcomes may differ materially from those indicated or suggested by any such forward-looking statement for a variety of reasons, including, but not limited to, Hawaiian Telcom's ability to maintain its market position in communications services, including wireless, wireline and Internet services; general economic trends affecting the purchase or supply of communication services; world and national events that may affect the ability to provide services; changes in the regulatory environment; any rulings, orders or decrees that may be issued by any court or arbitrator; restrictions imposed under various credit facilities and debt instruments; work stoppages caused by labor disputes; adjustments resulting from year-end audit procedures; and Hawaiian Telcom's ability to develop and launch new products and services. More information on potential risks and uncertainties is available in recent filings with the Securities and Exchange Commission, including Hawaiian Telcom's annual report on Form 10-K for the fiscal year ended December 31, 2007 and its current report on Form 8-K dated November 3, 2008. The information contained in this release is as of September 30, 2008. It is anticipated that subsequent events and developments will cause estimates to change.

About Hawaiian Telcom

Hawaiian Telcom is the state's leading telecommunications provider, offering a wide spectrum of telecommunications products and services, which include local and long distance service, managed services, high-speed Internet, and wireless services.

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