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As filed with the Securities and Exchange Commission on January 19, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Form S-4**
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**Hawaiian Telcom Communications, Inc.**
Hawaiian Telcom, Inc.
Hawaiian Telcom Services Company, Inc.
(Exact names of registrants as specified in their charters)**Hawaiian Telcom Communications, Inc.**
Delaware
(State or other jurisdiction of
incorporation or organization)
16-1710376
(I.R.S. Employer Identification No.)
4813
(Primary Standard Industrial
Classification Code Number)**Hawaiian Telcom, Inc.**
Hawaii
(State or other jurisdiction of
incorporation or organization)
49-0049500
(I.R.S. Employer Identification No.)
4813
(Primary Standard Industrial
Classification Code Number)**Hawaiian Telcom Services Company,**
Inc. Delaware
(State or other jurisdiction of
incorporation or organization)
20-2045722
(I.R.S. Employer Identification No.)
2741
(Primary Standard Industrial
Classification Code Number)**1177 Bishop Street**
Honolulu, Hawaii 96813
(808) 546-4511

(Address, including zip code, and telephone number, including area code, of each of the registrants' principal executive offices)

Daniel P. O'Brien
Senior Vice President and Chief Financial Officer
Hawaiian Telcom Communications, Inc.
1177 Bishop Street
Honolulu, Hawaii 96813
(808) 546-4511

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:**Gregory A. Ezring, Esq.**
Joshua A. Tinkelman, Esq.
Latham & Watkins LLP
885 Third Avenue
Suite 1000
New York, New York 10022
(212) 906-1200**Approximate date of commencement of proposed exchange offer:** As soon as practicable after the effective date of this registration statement.If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration

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Until _____, 2006, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained in this prospectus. You must not rely upon any information or representation not contained in this prospectus as if we had authorized it. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates, nor does this prospectus constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Table of Contents**Management****Management and Directors**

The following table provides information regarding our management and directors:

| <u>Name</u> | <u>Age</u> | <u>Position(s)</u> |
|-----------------------|------------|--|
| Michael S. Ruley | 46 | Chief Executive Officer and Director |
| Daniel P. O'Brien | 51 | Senior Vice President and Chief Financial Officer |
| David A. Torline | 56 | Senior Vice President and Chief Information Officer |
| Linda D. Frank | 51 | Senior Vice President, Sales |
| Joan M. Kratz | 44 | Senior Vice President and Chief Marketing Officer |
| Alan M. Oshima | 58 | Senior Vice President and General Counsel |
| Harvey A. Plummer | 55 | Senior Vice President, Operations and Engineering |
| Michael T. Brown | 46 | Vice President, Sales Operations and Process Engineering |
| Claire K.S. Cooper | 57 | Vice President, Human Resources |
| Jon D. Gelman | 50 | Vice President and General Manager, Wireless Services |
| Patrick T. Hogan | 38 | Vice President, Finance and Controller |
| Ron Montgomery | 53 | Vice President and General Manager, Directories |
| Daniel F. Akerson | 57 | Chairman of the Board of Directors |
| James A. Attwood, Jr. | 47 | Director |
| Matthew P. Boyer | 40 | Director |
| Walter A. Dods, Jr. | 64 | Director |
| William E. Kennard | 48 | Director |
| Raymond A. Ranelli | 58 | Director |

Michael S. Ruley became our Chief Executive Officer in October 2004 and Director on May 2, 2005. Mr. Ruley has more than 20 years of experience in the telecommunications and technology sectors. He was formerly the President and Chief Executive Officer of NextiraOne, a privately held North American communications solutions provider with approximately \$1 billion of sales, from 2003 to 2004. Prior to NextiraOne, Mr. Ruley held numerous management positions at XO Communications, Inc. from 1998 to 2003 culminating in his role as the President of Market Sales Operations where he was responsible for sales, sales operations, sales engineering and customer care. XO Communications filed a petition to reorganize under Chapter 11 of the U.S. Bankruptcy Code in June 2002 and completed its restructuring and emerged from Chapter 11 in January 2003. Prior to XO Communications, he served in several senior capacities at Teleport Communications Group Inc. (now part of AT&T).

Daniel P. O'Brien became our Senior Vice President and Chief Financial Officer on May 9, 2005. Prior to joining us, Mr. O'Brien served as Executive Vice President and Chief Financial Officer of Global Crossing Limited from 2003 to 2005 where he led the Global Crossing financial team through intensive external audits and SEC filings and managed shareholder and creditor relations resulting in the company's public listing with NASDAQ in 2004. From 2000 to 2003, Mr. O'Brien was the Executive Vice President and Chief Financial Officer of Genuity Corporation. Genuity, Inc. (a business unit of Genuity Corp.) filed a voluntary petition under Chapter 11 of the U.S. Bankruptcy Code in 2002, as part of a plan negotiated with its significant creditors. Genuity Inc.'s assets were acquired by Level 3 Communications in early 2003. Prior to Genuity, Mr. O'Brien spent 17 years in various roles at GTE Corporation. From May 1998 to June 2000, he was GTE's Executive Vice President and Chief Financial Officer. In that capacity, Mr. O'Brien was centrally involved in the strategic evaluations and the integration and structuring activities leading to the merger of GTE and Bell Atlantic Corp., which formed Verizon.

David A. Torline became our Senior Vice President and Chief Information Officer in September 2004. Prior to joining us, he served as an independent consultant working for Carlyle from January 2004 through September

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2004. Prior to that, Mr. Torline held numerous executive management and IT positions throughout his 33-year career at Cincinnati Bell/Broadwing. From 1999 to 2003, he was the Chief Information Officer of Broadwing Inc., the parent corporation of Broadwing Communications and Cincinnati Bell. Mr. Torline also served as the CIO of Broadwing Communications, the national broadband network of Broadwing Inc. Prior to that position, Mr. Torline served as the senior Information Technology executive for Cincinnati Bell Telephone Co. from 1995 to 1999. In that capacity, he was responsible for the strategic direction of Cincinnati Bell's systems and for the development and implementation of the many business critical platforms that Cincinnati Bell utilized to deliver the outstanding customer service for which it has received international recognition. From 1992 to 1994, Mr. Torline also served as President of Cincinnati Bell Supply, a former Cincinnati Bell Inc. subsidiary involved in desktop computer services and secondary telecommunications markets.

Linda D. Frank became our Senior Vice President in charge of Sales in December 2004. Prior to joining us, Ms. Frank served various roles during her 25-year career at Cincinnati Bell Telephone Company. Her most recent role at Cincinnati Bell from 2003 to 2004 was Vice President in General Markets Sales where she oversaw the largest business unit, encompassing the entire consumer and general business markets. She also served as the Vice President/General Manager of Emerging Markets from 2001 to 2003 and the Vice President/General Manager of Carrier Services from 1998 to 2001. She has considerable experience building and aligning sales organizations to best serve customer markets and has consistently delivered strategic product revenue growth and margin improvement.

Joan M. Kratz became our Senior Vice President and Chief Marketing Officer in August 2005. Prior to joining us, Ms. Kratz served as Vice President, Business Marketing for BellSouth Corporation, overseeing the development and delivery of marketing offers and programs for the company's many diverse segments. Customer segments included local, state and Federal government organizations, education, healthcare, financial institutions, retail and global accounts. She also served as senior director of Business Product Management and Product Development for BellSouth Long Distance from 1999 to 2005, where she directed the national product portfolio efforts for business markets, and director of Data Marketing for BellSouth Long Distance from 1997 to 1999. She also served from 2000 to 2001 as Vice President of Product Marketing for BellSouth International, responsible for product development and management of fixed wireless services for South America. Prior to joining BellSouth, Ms. Kratz held several sales and marketing positions with Sprint Communications.

Alan M. Oshima became our Senior Vice President and General Counsel in February 2005. Mr. Oshima, a founding partner in the Honolulu law firm, Oshima Chun Fong & Chung, LLP, has extensive regulatory and legal experience in Hawaii and has served as lead counsel in Hawaiian Telcom Communications Inc.'s acquisition of Verizon's Hawaii Business. He has been recognized as one of "America's Best Lawyers" in the field of public utilities. In addition to his work in telecommunications, Mr. Oshima has served as the regulatory attorney for the Kauai Island Utility Cooperative, The Gas Company, various water and sewer companies and other utility-related businesses in Hawaii. Mr. Oshima received a degree in marketing from Northwestern University and his law degree from University of California, Hastings College of Law. He served as a Supply Corps Officer with the U.S. Navy in, among other places, Pearl Harbor and San Diego.

Harvey A. Plummer became our Senior Vice President in charge of Operations and Engineering in December 2004. He has more than 35 years of planning, operations, public policy and strategy development experience in the domestic and international telecommunications and consulting industries. Prior to joining us, Mr. Plummer was Senior Vice President and Regional Managing Director for Southeast Asia with BearingPoint, based in Sydney, Australia, from 2002 to 2004. While at BearingPoint, he was responsible for managing the regional consulting businesses in Australia, New Zealand, Singapore, Malaysia and Thailand. From 1998 to 2000, he was Vice President for Technology Strategy and a corporate officer of MediaOne International, based in London, with responsibility for telecommunications, cable, Internet and wireless ventures in 14 countries throughout Europe, Asia and Russia. From 1983 to 1998, Mr. Plummer worked for U.S. West, Inc. and his 15-year tenure culminated with his appointment as a corporate officer and Vice President of Engineering, Construction and Procurement for a 14-state operation that served 16 million subscribers.

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Michael T. Brown became our Vice President in charge of Sales Operations and Process Engineering in December 2004. Mr. Brown has extensive technology and telecommunications experience, which includes 16 years with various divisions of Lucent Technologies from 1986 to 2002 where he served, among other roles, as a Sales Vice President for Optical, Services and Software. He was also regional Vice President of Sales with Voxpath Networks, Inc. Prior to joining us, Mr. Brown was Vice President of Sales Operations with NextiraOne, LLC, a major reseller of Nortel and Cisco solutions, from 2003 to 2004 where he ran the daily sales operations of a 400-person North American sales team, managing services to top Fortune 500 companies.

Claire K.S. Cooper became our Human Resources Vice President in December 2004. Ms. Cooper has more than 20 years of human resource experience with large companies, specializing in change management, leadership and organization development, collaborative strategic planning, and training and development. Prior to joining us, she served as a principal consultant with EMA, Inc., a nationwide consulting firm, for clients in Hawaii and on the mainland United States since 1999. Prior to that, she served as Vice President of Human Resources with Tesoro Hawaii Corporation, and Vice President and Manager of Organization Staff Planning and Development for First Hawaiian Bank. Ms. Cooper also served in various human resource roles for BHP Hawaii Inc., formerly Pacific Resources, Inc., where she was part of the global leadership team with counterparts in London, Houston and Melbourne, Australia.

Jon D. Gelman became our Vice President and General Manager in charge of Wireless Services in January 2005. From 1999 to 2005, he served as the area general manager of Nextel Partners, Inc., where he was instrumental in launching Nextel's presence in the Hawaii wireless market. He also served as Director of Sales and Marketing with GST Telecom Hawaii, which built the first undersea fiber-optic network linking all six major islands in Hawaii and operated an Internet service provider, Hawaii Online. Mr. Gelman also served with the Gartner Group and MCI Telecommunications Corporation.

Patrick T. Hogan became our Vice President, Finance and Controller in July 2005. A CPA and an attorney with nearly 20 years of financial experience, Mr. Hogan has held public company positions as Principal Accounting Officer, VP - Capital Markets, Chief Financial Officer and Treasurer. Most recently from 2003 to 2005, he led a successful financial restructuring (via voluntary petition under Chapter 11 of the U.S. Bankruptcy Code) and public NASDAQ listing of RCN Corporation, serving as Executive Vice President and Chief Financial Officer of the bundled provider of voice, video and data services. Mr. Hogan served from 2001-2002 as Vice President and Chief Financial Officer of Alexander's Inc. (an affiliate of Vornado Realty Trust), while also serving as Vice President—Finance and Capital Markets at Vornado from 2001-2003. His prior experience since 1996 has included oversight responsibility for SEC filings, audit and tax relationships, several public debt and equity transactions and investor presentations. Mr. Hogan gained his public accounting experience with Coopers & Lybrand (now PricewaterhouseCoopers).

Ron Montgomery became our Vice President and General Manager in charge of Directories in January 2005. He has extensive experience in the directory publishing industry. Prior to joining us, he served as President of Net-Linx Americas, Inc., a leading software developer and provider to the yellow page publishing industry, from 2003 to 2004. He also served as a group Vice President for Publishing, Printing and Distribution of Verizon Information Services Inc. from 1998 to 2002, where he was responsible for the production and distribution of 1300 titles and 130 million directories annually. He also served in various senior positions including Chief Operating Officer of Trend Offset Printing and its affiliate United Publishers, a California based yellow pages publisher, from 1991 to 1998.

Daniel F. Akerson became the Chairman of our Board of Directors on May 2, 2005. Mr. Akerson has been a Managing Director of Carlyle since 2003 and is Co-Head of the U.S. Buyout fund. He has extensive operating and management experience in telecommunications and technology. Prior to joining Carlyle, Mr. Akerson served as chairman and chief executive officer of three companies. From late 1999 until January 2003, Mr. Akerson served as Chairman and Chief Executive Officer of XO Communications, Inc. XO Communications filed a petition to reorganize under Chapter 11 of the U.S. Bankruptcy Code in June 2002, and Mr. Akerson led the

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successful restructuring of the company and emergence from Chapter 11 in January 2003. At Nextel Communications, Inc., Mr. Akerson served as Chairman from 1996 to 2001 and Chief Executive Officer from 1996 to 1999 where he transitioned the company from a regional analog walkie/talkie provider into a unique, leading edge national digital wireless competitor. In 1993, he became General Partner of Forstmann Little & Company, during which time he served as Chairman and Chief Executive Officer of General Instrument Company from 1993 to 1995. While at General Instrument, he led a successful effort to develop and deploy the first digital video, satellite and cable systems domestically and internationally. From 1983 to 1993, Mr. Akerson served in several key roles at MCI Communications Corporation including Executive Vice President and Chief Financial Officer from 1987 to 1990 and President and Chief Operating Officer from 1992 to 1993. Mr. Akerson is a member of the Boards of Directors of the American Express Company, United Components, Inc. and Willcom, Inc. He also serves as a member of the Board of Directors of the U.S. Naval Academy Foundation.

James A. Attwood, Jr. became a Director in May 2004. Mr. Attwood has been a Managing Director of Carlyle and head of the Global Telecommunications and Media group since November 2000. Prior to joining Carlyle, he served as Executive Vice President—Strategy, Development and Planning for Verizon Communications, Inc. He served as Executive Vice President—Strategic Development and Planning at GTE Corporation prior to that. Mr. Attwood joined GTE Corporation in 1996 as Vice President—Corporate Planning and Development after more than ten years in the investment banking division of Goldman, Sachs & Co. Mr. Attwood is Co-chairman of the Board of Directors of Dex Media, Inc. and a member of the Boards of Directors of Willcom, Inc. and Insight Communications Company, Inc.

Matthew P. Boyer became a Director in May 2004. Mr. Boyer has been a Managing Director of Carlyle since 2005, and is focused on U.S. buyout transactions in the telecommunications sector with a particular focus on the wireline and wireless industries. He was integrally involved in the execution of Carlyle's investment in Dex Media, Inc. and Hawaiian Telcom Communications, Inc. Prior to joining Carlyle, Mr. Boyer was Senior Vice President at Lehman Brothers and one of the founding members of the Lehman Brothers Communications Fund, an \$800 million private equity fund focused on early stage investments in communications companies. Prior to that, he was an investment banker at Lehman Brothers in the Communications and Media Group where he focused on wireless and emerging wireline communications companies.

Walter A. Dods, Jr. became a Director on May 2, 2005. Mr. Dods has been the non-executive Chairman of the Board of BancWest Corporation, a \$50 billion bank holding company based in Honolulu, Hawaii, since January 2005 and a director since 1983. BancWest, a wholly-owned subsidiary of BNP Paribas, is comprised of two major subsidiaries: First Hawaiian Bank and Bank of the West. He has also been the non-executive Chairman of the Board of First Hawaiian Bank since January 2005 and a director since 1979, as well as Vice Chairman of Bank of the West since 1998. Mr. Dods was Chairman of the Board and Chief Executive Officer of BancWest and First Hawaiian Bank from 1989 to 2004. From 1996 to 1997, Mr. Dods served as the National President of the American Bankers Association and was a member of the Federal Advisory Council of the Federal Reserve System, representing the 12th district of the Federal Reserve from 1999 to 2000. Mr. Dods also serves on the Boards of Directors of Alexander & Baldwin, Inc. (and its Matson Navigation subsidiary), First Insurance Company of Hawaii, Grace Pacific Corporation, Pacific Guardian Life Insurance Company, Maui Land & Pineapple Company, Inc. and Servco Pacific, Inc. Mr. Dods is a director of numerous community and civic organizations and serves as a Trustee of the Estate of Samuel Mills Damon.

William E. Kennard became a Director on May 2, 2005. Mr. Kennard is a Managing Director of Carlyle. Since joining Carlyle in 2001, he has played key roles in the investments in Dex Media, Inc., Casema Holding, BV, Insight Communications Company, Inc. and Hawaiian Telcom Communications, Inc. Mr. Kennard is a member of the Boards of Directors of Sprint Nextel Corporation, The New York Times Company and Dex Media, Inc. Prior to joining Carlyle, Mr. Kennard served as Chairman of the U.S. Federal Communications Commission from 1997 to 2001. Mr. Kennard served as the FCC's general counsel from December 1993 to November 1997. Before serving in government, he was a partner and member of the Board of Directors of the law firm of Verner, Liipfert, Bernhard, McPherson and Hand.

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Raymond A. Ranelli became a Director on May 2, 2005. Mr. Ranelli retired from PricewaterhouseCoopers in 2003 where he was a partner for over 25 years. Mr. Ranelli held several positions at PricewaterhouseCoopers including Vice Chairman and Global Leader of the Financial Advisory Services practice. Mr. Ranelli is also a director of AmeriPath, Inc., United Components Inc. and Centennial Communications Corp.

Committees of the Board of Directors

Our Board of Directors has an Audit Committee, Compensation Committee, Nominating and Governance Committee, and Executive Committee. The duties and responsibilities of the Audit Committee include recommending the appointment or termination of the engagement of independent accountants, otherwise overseeing the independent auditor relationship and reviewing significant accounting policies and controls. The duties and responsibilities of the Compensation Committee include reviewing and approving the compensation of officers and reviewing and making recommendations to the Board of Directors concerning the compensation of the independent directors. The duties and responsibilities of the Nominating and Governance Committee include making recommendations regarding individuals qualified to become directors, the structure and composition of the Board of Directors and committees of the Board, and corporate governance policies and practices. The purpose of the Executive Committee is to act for the Board of Directors in the event formal action is required between Board meetings. Affiliates of Carlyle control substantially all of the common stock of Holdings and therefore have the power to control our affairs and policies. Carlyle also controls the election of our directors and the appointment of our management. A majority of the members of our Board of Directors are representatives of Carlyle.

Compensation of Directors

Directors who are employed either by us or by Carlyle are not separately compensated for their service as directors. Independent directors receive an annual cash retainer of \$50,000 and an additional \$5,000 if also serving as Chairperson of a Committee. The independent directors also receive an attendance fee of \$1,500 per Board meeting attended in person and, if longer than three hours, \$1,000 per Board meeting attended telephonically. In addition, we will grant non-qualified stock options to purchase shares of common stock of Holdings to each independent director in 2006, pursuant to the Stock Option Plan. The option price per share is the fair market value of Holdings common stock on the grant date, and the option expires 10 years from the date of grant, or earlier if the optionee ceases to be a director. The option becomes exercisable in five equal annual installments, beginning one year after the grant date.

Table of Contents**Executive Compensation****Summary Compensation Table**

The following table sets forth information with respect to compensation for services in all capacities for the fiscal year ended December 31, 2005 paid to our Chief Executive Officer and our five other most highly compensated executive officers serving as our executive officers on December 31, 2005, whom we refer to as the Named Executive Officers.

| Name and Principal Position | Annual Compensation | | | Long-Term Compensation Awards | | | |
|---|---------------------|-------------|---------------------------|---|------------------------------|-----------------------------------|--|
| | Fiscal Year | Salary (\$) | Bonus (\$) ⁽³⁾ | Other Annual Compensation (\$) ⁽⁴⁾ | Restricted Stock Awards (\$) | Securities Underlying Options (#) | All Other Compensation (\$) ⁽⁵⁾ |
| Michael S. Ruley Chief Executive Officer and Director | 2005 | 477,115 | 450,000 | 434,818 | — | — | 24,237 |
| David A. Torline Senior Vice President and Chief Information Officer | 2005 | 352,243 | 175,000 | 156,360 | — | — | 8,551 |
| Alan M. Oshima ⁽¹⁾ Senior Vice President and General Counsel | 2005 | 230,768 | — | — | — | — | 2,988 |
| Daniel P. O'Brien ⁽²⁾ Senior Vice President and Chief Financial Officer | 2005 | 228,846 | — | 222,468 | — | — | 9,359 |
| Harvey A. Plummer Senior Vice President, Operations and Engineering | 2005 | 226,442 | — | 274,501 | — | — | 7,554 |
| Linda D. Frank Senior Vice President, Sales | 2005 | 226,442 | — | 315,628 | — | — | 2,708 |

(1) Mr. Oshima joined the Company as Senior Vice President and General Counsel in February 2005.

(2) Mr. O'Brien joined the Company as Senior Vice President and Chief Financial Officer in May 2005.

(3) "Bonus" amounts consist of cash paid during 2005 pursuant to the named executive officer's employment agreement described in "Employment Agreements" below. They do not include accrued performance bonuses for 2005 under the Company's Non-Union Bonus Plan, which will be considered by the Board of Directors in March 2006.

(4) "Other Annual Compensation" consists of amounts reimbursed to the named executive officers for their estimated income tax liability by reason of the Company's payments for relocation costs and housing allowances. In the cases of Messrs. Ruley, O'Brien, Plummer and Ms. Frank, such amounts also include costs relating to relocation to Hawaii (Mr. Ruley - \$254,314, Mr. O'Brien - \$166,657, Mr. Plummer - \$200,060 and Ms. Frank - \$251,574), as well as housing allowances and amounts reimbursed for personal travel, legal and accounting fees, and out-of-pocket medical expenses. In the case of Mr. Torline, such amounts also include housing allowances (\$78,000), as well as costs relating to relocation to Hawaii and amounts reimbursed for personal travel and out-of-pocket medical expenses.

(5) "All Other Compensation" includes: (i) amounts contributed by the Company to its 401(k) plan (Mr. Ruley - \$1,211, Mr. Torline - \$4,442, Mr. O'Brien - \$5,250, and Mr. Plummer - \$4,846) and (ii) amounts of premiums paid with respect to term life, accidental death and dismemberment, long-term disability and health benefits plans for the benefit of the named executive officer (Mr. Ruley - \$23,026, Mr. Torline - \$4,109, Mr. Oshima - \$2,988, Mr. O'Brien - \$4,109, Mr. Plummer - \$2,708, and Ms. Frank - \$2,708).