

INTERNET GOLD GOLDEN LINES LTD

Form 6-K

February 03, 2014

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2014

INTERNET GOLD-GOLDEN LINES LTD.

(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 52503, Israel

(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

INTERNET GOLD-GOLDEN LINES LTD.

The following exhibits are attached:

- 99.1 Press release: B Communications Announces Proposed Offering of \$775,000,000 Aggregate Principal Amount of Senior Secured Notes.
 - 99.2 Excerpts from sections of the preliminary offering memorandum for B Communications' offering of \$775,000,000 aggregate principal amount of Senior Secured Notes, captioned "Presentation of Financial and Other Information," "Certain Definitions," "Forward Looking Statements," "Summary Consolidated Historical Financial Information and Other Data," "Risk Factors" and "Management's Discussion & Analysis of Financial Condition and Results of Operation, " and the sections captioned "Defined Legal Authorities," "Subscriber, Market and Industry Data," "Selected Historical Financial Information," "Industry and Market Overview," "Description of Our Business," "Regulatory," "Management and Governance," "Principal Shareholders" and "Certain Relationships and Related Party Transactions."
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SIGNATURE

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.

Internet Gold-Golden Lines Ltd.
(Registrant)

By

/s/ DORON TURGEMAN

Doron Turgeman
Chief Executive Officer

Date: February 3, 2014

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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