

PARTNER COMMUNICATIONS CO LTD

Form 6-K

April 28, 2011

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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 15a-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated

April 28, 2011

Partner Communications Company Ltd.  
(Translation of Registrant's Name Into English)

8 Amal Street  
Afeq Industrial Park  
Rosh Ha'ayin 48103  
Israel

(Address of Principal Executive Offices)

(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 whether the registrant by furnishing the  
information contained in this Form 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- )

This Form 6-K is incorporated by reference into the Company's Registration Statements on Form S-8 filed with the  
Securities and Exchange Commission on December 4, 2002 (Registration No. 333-101652), September 5, 2006  
(Registration No. 333-137102) and on September 11, 2008 (Registration No. 333-153419)

Enclosure: Partner Communications announces entering into an amendment to its brand license agreement



PARTNER COMMUNICATIONS ANNOUNCES  
ENTERING INTO AN AMENDMENT TO ITS  
BRAND LICENSE AGREEMENT

ROSH HA'AYIN, Israel, April 28, 2011 – Partner Communications Company Ltd. (“Partner” or the “Company”) (NASDAQ and TASE: PTNR), a leading Israeli communications operator, announced today that it has entered into an amendment (the “Amendment”) to its licence agreement, which was entered into on September 14, 1998 (the “Original Agreement”) with Orange Brand Services Limited, a member of the France Telecom Group (“Orange”), for the use of the Orange brand.

The Original Agreement provided for a royalty review period from July 1, 2012 to September 30, 2012 ("Royalty Review Period") in respect of the royalties to be paid by Partner to Orange for the term of 5 years commencing on July 1, 2013 in connection with the use of the Orange brand by Partner. Partner has agreed in the Amendment to pay to Orange royalty fees earlier than July 1, 2013, in consideration for certain amendments to the Original Agreement and the provision by Orange of assistance in areas such as marketing and devices.

Royalties payable will be based on a percentage of Partner’s revenues from the provision of services offered under the Orange brand. The Amendment provides for agreed royalties for a period of 15 years, commencing on 4 July, 2011, subject to the establishment of a mutually acceptable procurement arrangement. If such condition is not satisfied, the Amendment will terminate, the Original Agreement will remain in effect and Partner and Orange will negotiate the terms of the royalties during the Royalty Review Period provided for in the Original Agreement. The Amendment also provides that Partner may terminate the Amendment by not less than 3-months notice at any time before the second anniversary of the Amendment.

Notwithstanding any termination of the Amendment, Partner and Orange have agreed to amend the Original Agreement to provide that:

- either party may terminate the Original Agreement upon a material breach by the other party; and
- upon any termination of the Original Agreement, Orange will not grant a license to use the Orange brand or otherwise permit use of the Orange brand in Israel for a period of 24 months, in respect of business-to-business telecommunications services, and for 30 months, in respect of other licensed telecommunications services.

#### Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the US Securities Act of 1933, as amended, Section 21E of the US Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the US Private Securities Litigation Reform Act of 1995. Words such as "believe", "anticipate", "expect", "intend", "seek", "will", "plan", "could", "may", "project", "goal", "target" and similar expressions often identify forward-looking statements but are not the only way we identify these statements. All statements other than statements of historical fact included in this press release regarding our future performance, plans to increase revenues or margins or preserve or expand market share in existing or new markets, reduce expenses and any statements regarding other future events or our future prospects, are forward-looking statements.

We have based these forward-looking statements on our current knowledge and our present beliefs and expectations regarding possible future events. These forward-looking statements are subject to risks, uncertainties and assumptions about Partner, consumer habits and preferences in cellular telephone usage, trends in the Israeli telecommunications industry in general, the impact of current global economic conditions and possible regulatory and legal developments. For a description of some of the risks we face, see "Item 3D. Key Information - Risk Factors", "Item 4. - Information on the Company", "Item 5. - Operating and Financial Review and Prospects", "Item 8A. - Consolidated Financial Statements and Other Financial Information - Legal and Administrative Proceedings" and "Item 11. - Quantitative and Qualitative Disclosures about Market Risk" in the Company's 2010 Annual Report (20-F) filed with the SEC on March 16, 2011. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this press release might not occur, and actual results may differ materially from the results anticipated. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### About Partner Communications

Partner Communications Company Ltd. ("Partner") is a leading Israeli provider of telecommunications services (cellular, fixed-line telephony and internet services) under the orange™ brand. The Company provides mobile communications services to over 3 million subscribers in Israel. Partner's ADSs are quoted on the NASDAQ Global Select Market™ and its shares are traded on the Tel Aviv Stock Exchange (NASDAQ and TASE: PTNR).

Partner is an approximately 45%-owned subsidiary of Scailex Corporation Ltd. ("Scailex"). Scailex's shares are traded on the Tel Aviv Stock Exchange under the symbol SCIX and are quoted on "Pink Quote" under the symbol SCIXF.PK. Scailex currently operates in two major domains of activity in addition to its holding in Partner: (1) the sole import, distribution and maintenance of Samsung mobile handset and accessories products primarily to the major cellular operators in Israel (2) management of its financial assets.

For more information about Scailex, see <http://www.scailex.com>.

For more information about Partner, see [http://www.orange.co.il/investor\\_site](http://www.orange.co.il/investor_site)

About 012 Smile Telecom Ltd.

012 Smile is a wholly owned subsidiary of Partner Communications which provides international long distance services, internet services and local telecommunication fixed-line services (including telephony services using VOB) under the 012 Smile brand. The completion of the purchase of 012 Smile by Partner Communications took place on March 3, 2011. For further details see the press release dated March 3, 2011.

Contact:

Mr. Emanuel Avner  
Chief Financial Officer  
Tel: +972-54-7814951  
Fax: +972-54-7815961  
E-mail: [emanuel.avner@orange.co.il](mailto:emanuel.avner@orange.co.il)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Partner Communications Company Ltd.

By: /s/ Emanuel Avner  
Name: Emanuel Avner  
Title: Chief Financial Officer

Dated: April 28, 2011

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