

INTERNET GOLD GOLDEN LINES LTD  
Form 6-K  
February 19, 2014

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

F O R M 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 5250301, 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 Closing of \$800 Million Aggregate Principal Amount of Senior Secured Notes Due 2021

99.2 Indenture for 73/8% Senior Secured Notes due 2021 with B Communications Ltd. as the Issuer, B Communications (SP1) Ltd. and B Communications (SP2) Ltd. as Guarantors, Mishmeret Trust Company Ltd. as Trustee, Mishmeret Trust Company Ltd. as Security Agent and B Communications Ltd. as Paying Agent and Registrar dated as of February 19, 2014

99.3 Intercreditor Agreement dated February 19, 2014 between Mishmeret Trust Company Ltd. as the Notes Trustee, the Hedge Counterparties, B Communications Ltd. as the Issuer, the Original Debtors, certain subsidiaries of the Issuer as the Subsidiary Guarantors, Mishmeret Trust Company Ltd. as the Security Agent and Others

---

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 19, 2014

---

EXHIBIT INDEX

EXHIBIT DESCRIPTION  
NO.

- 99.1 Press release: B Communications Announces Closing of \$800 Million Aggregate Principal Amount of Senior Secured Notes Due 2021
- 99.2 Indenture for 73/8% Senior Secured Notes due 2021 with B Communications Ltd. as the Issuer, B Communications (SP1) Ltd. and B Communications (SP2) Ltd. as Guarantors, Mishmeret Trust Company Ltd. as Trustee, Mishmeret Trust Company Ltd. as Security Agent and B Communications Ltd. as Paying Agent and Registrar dated as of February 19, 2014
- 99.3 Intercreditor Agreement dated February 19, 2014 between Mishmeret Trust Company Ltd. as the Notes Trustee, the Hedge Counterparties, B Communications Ltd. as the Issuer, the Original Debtors, certain subsidiaries of the Issuer as the Subsidiary Guarantors, Mishmeret Trust Company Ltd. as the Security Agent and Others
- 
-