

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 September 2011

B COMMUNICATIONS 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- _____

This Form 6-K is being incorporated by reference into the Registrant's Form S-8 Registration Statement File No. 333-150173.

B COMMUNICATIONS LTD.

The following exhibit is attached:

- 99.1 B Communications Ltd. announces on September 7, 2011 that it expects to receive approximately NIS 465 million in dividends from its controlled subsidiary, Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq") in October 2011.

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.

B COMMUNICATIONS LTD.
(Registrant)

By /s/Eli Holtzman
Eli Holtzman
Chief Executive Officer

Date: September 7, 2011

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	B Communications Ltd. announces on September 7, 2011 that it expects to receive approximately NIS 465 million in dividends from its controlled subsidiary, Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq") in October 2011.

B Communications Ltd. Expects to Receive Approximately NIS 465 Million in Dividends from Bezeq in October 2011

Ramat-Gan, Israel, September 7, 2011- B Communications Ltd. (Nasdaq: BCOM) announced today that on September 7, 2011, the General Meeting of its controlled subsidiary, Bezeq The Israel Telecommunications Corp. Limited ("Bezeq"), decided to approve the distribution of a dividend of approximately NIS 992 million (US \$291 million) to Bezeq's shareholders of record on September 18, 2011. The proposed dividend, which is based on Bezeq's earnings for the first six months of 2011, is expected to be paid on October 5, 2011. B Communications expects to receive approximately NIS 309 million (approximately US \$84 million at current exchange rates) as a dividend on the payment date.

In furtherance of Bezeq's shareholders' approval of a NIS 3 billion special dividend on January 24, 2011, the second NIS 0.5 billion installment of the special dividend will be distributed to Bezeq's shareholders on October 5, 2011. The NIS 3 billion special dividend is payable in six equal, semi-annual payments during 2011-2013. Accordingly B Communications also expects to receive an additional NIS 156 million (approximately US \$43 million at current exchange rates) as a special dividend on the payment date.