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 December 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 Results of Extraordinary General Meeting of Shareholders held on December 15, 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/ Doron Turgeman
Doron Turgeman
Chief Executive Officer

Date: December 15, 2011

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	B Communications Ltd. Announces Results of Extraordinary General Meeting of Shareholders held on December 15, 2011.

EXHIBIT 99.1

B Communications Ltd. (the “Company”) (NASDAQ and TASE: BCOM) today announced the results of an Extraordinary General Meeting of Shareholders held on December 15, 2011 at 09:30 a.m. (Israel time) at 2 Dov Friedman Street, Ramat Gan 52503, Israel. At the meeting, the Company's shareholders approved all of the proposals submitted for shareholder approval, as follows:

- approval of certain amendments to the Company's Articles of Association to reflect recent amendments to the Israeli Companies Law, 5759-1999 (the “Israeli Companies Law”) and the Israeli Securities Law, 5728-1968.

- approval of an amended form of indemnification agreement for directors and officers of the Company (including directors and officers who are deemed to be controlling shareholders or relatives of controlling shareholders, within the meaning of the Israeli Companies Law, and directors and officers with respect to whom a controlling shareholder has a personal interest in their receiving an indemnification letter).