

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 March 2013

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 Form of the Immediate Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of the Registrant, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - hearing notice from the Ministry of Communications, regarding possible lowering of interconnect fees rates.

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: March 2, 2013

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Form of the Immediate Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of the Registrant, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - hearing notice from the Ministry of Communications, regarding possible lowering of interconnect fees rates.

March 2, 2013

**To: The Tel Aviv Stock Exchange
The Israeli Securities Authority**

Immediate Report – Lowering of interconnect fees

On February 28, 2013, the Company received an hearing notice from the Ministry of Communications that the Ministry is considering lowering interconnection rates for completing calls via networks of domestic landline operators, including the Company, to a maximum and uniform rate of NIS 0.0104 per minute, all hours of the day (in lieu of NIS 0.0421 for peak hours and NIS 0.0232 for off-peak hours, not including VAT).

Such change, which will reduce the Company's interconnection revenues, has an offsetting effect for the Group level in light of reduced expenses for the Company and its subsidiaries in this area. In the Company's estimation, the lowering of the rates is expected to harm the Group's results in immaterial annual extent.

It is noted that the anticipated effect to the 2013 results is also dependent on the implementation date of the lowered rate, to the extent implemented.

The above information constitutes a translation of the Immediate Report published by the Company. The Hebrew version was submitted by the Company to the relevant authorities pursuant to Israeli law, and represents the binding version and the only one having legal effect. This translation was prepared for convenience purposes only.