
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 May 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- _____

B COMMUNICATIONS LTD.

The following exhibit is attached:

- 99.1 Form of Immediate Report of Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq"), a controlled subsidiary of the Registrant, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange, with respect to the decision to issue additional Bezeq debentures to private purchasers by expanding existing series 6 and 7.
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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: May 20, 2013

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

99.1

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May 20, 2013

Bezeq - The Israel Telecommunication Corp. Ltd.

**Immediate Report – Decision to Issue Additional Bezeq Debentures to Private Purchasers
by Expanding Existing Debenture Series 6 and 7**

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

1. May 20, 2013, Bezeq - The Israel Telecommunication Corp. Ltd. (the "Company") announced that its board of directors decided today to issue additional debentures for an aggregate consideration of up to NIS 600 million, in a private placement to institutional investors as defined in the Israeli Securities Law. The issuance will be performed by way of expanding existing series 6 and/or 7 debentures of the Company (the "Private Issuance").
2. The Company intends to offer the debentures to the institutional investors on May 21, 2013, by way of a tender. The Company will then publicly report the amount of debentures being issued under the Private Issuance, if at all. The Private Issuance is subject to the full discretion of the Company, which may decide to revise the scope of the issuance or to cancel it.
3. If the Company will decide to effect the Private Issuance, it will be subject to (a) the approval of the credit rating agencies, S&P Maalot Ltd. and Midroog Ltd., that the Private Issuance will not affect the debentures' Aa2 and ilAA rating; and (b) the approval of the Tel Aviv Stock Exchange to register the additional debentures for trade.
4. If additional debentures will be issued, their terms will be identical to those of the existing debentures series 6 and 7, as detailed in the Company's shelf prospectus of June 29, 2011.
5. The additional debentures, if issued, will be subject to the resale limitations stated in the Israeli Securities law and related regulations.

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.
