
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 November 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 Excerpt from an immediate reports of Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq"), a controlled subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange relating to a private placement by enlargement of an existing Debentures series.
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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: November 18, 2013

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

99.1

Excerpt from an immediate reports of Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq"), a controlled subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange relating to a private placement by enlargement of an existing Debentures series.

Bezeq - The Israel Telecommunication Corp. Ltd. (the "Company"),

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

Re: Private placement by enlargement of an existing Debentures series

1. The Company hereby provides notification that on November 14, 2013, it entered into a transaction (that was subject to the approval of the Company's Board of Directors, which was obtained on November 17, 2013) for the private placement of 434,782,609 Debentures (Series 6) of the Company ("**Additional Debentures**") to institutional investors included under the First Schedule to the Securities Law, 5728-1968, for an aggregate consideration of NIS 500 million; i.e. NIS 1.15 per each Debentures (Series 6) par value NIS 1, by enlarging the existing Debentures (Series 6) series issued by the Company and first listed for trade on the Tel Aviv Stock Exchange in accordance with the Company's shelf prospectus of June 1, 2011 and the amendment thereto dated June 22, 2011 ("**Private Placement**"). To the extent that the actual Debentures issuance date is later than the next due date for payment of the interest on the Debentures, the price shall be reduced by an amount equal to the interest payment..
2. The Private Placement is subject to satisfaction of the following terms within 14 days: (1) confirmation by S&P's Maalot Ltd. and Midroog Ltd. that the rating of the Debentures (Series 6) will not be less than iAA and Aa2, respectively, following the Private Placement (the confirmation by S&P's Maalot was obtained on November 17, 2013); (3) approval by the Tel Aviv Stock Exchange to list the Debentures issued in the Private Placement for trade.
3. If, and to the extent that the Additional Debentures are issued, their terms shall be identical to the terms of the existing Debentures (Series 6), and as of the date of issuance thereof the Additional Debentures shall, together with the existing Debentures, constitute a single series for all intents and purposes. For details regarding the terms of the Company's Debentures (Series 6) see the Shelf Offer Report of June 29, 2011, pursuant to which such Debentures (Series 6) were first issued and listed for trade on the Tel Aviv Stock Exchange.
4. The Additional Debentures if, and to the extent issued, shall be subject to the restrictions on a resale provided in Section 15c of the Securities Law, 5728-1968, and pursuant to the Securities Regulations (Details Regarding Sections 15a to 15c of the Law), 5760-2000.

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