
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 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 February 2019

B Communications Ltd.
(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 5250301, 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-

The following exhibit is attached:

99.1 [Update regarding the Control Permit Threshold](#)

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/ Ami Barlev
Ami Barlev
Chief Executive Officer

Date: February 4, 2019

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Update regarding the Control Permit Threshold

Re: Update regarding the Control Permit Threshold

Ramat Gan, Israel – **February 4, 2019** – B Communications Ltd. (the “**Company**”) (NASDAQ Global Select Market and TASE: BCOM).

Internet Gold – Golden Lines Ltd. (“**Internet Gold**”), the Company’s parent, reported that pursuant to its request, it received approval from the Israeli Ministry of Communications to change the definition of an “Israeli Party,” as defined in the Ministry’s Telecommunications Order (Telecommunications and Broadcasts) (Determination of Essential Service Provided by Bezeq The Israel Telecommunication Corp. Ltd.), 1997 (the “**Communications Order**.”)

The Ministry (or the Minister of Communications and Minister of Defense) has previously determined that Internet Gold and the Company are deemed to be “Israeli Parties,” so long as Internet Gold and the Company are controlled by a citizen and resident of Israel and that the ownership interest of the controlling shareholders in Internet Gold and our Company does not fall below 50% at any time.

The new definition requires that the holdings of the controlling shareholders of Internet Gold do not fall below 35% of Internet Gold’s equity. At this time, the holdings of Internet Gold in our Company still must not fall below 50% as before (although there is a pending request by the Company for a similar reduction to a 35% level).

The Ministry’s approval is subject to Internet Gold amending its Articles of Association within 75 days to the effect that a “Joint Appointment” as defined in the Communications Order will be prohibited (unless preapproved by the Ministry.)

Forward-Looking Statements

This report contains forward-looking statements that are subject to risks and uncertainties. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, general business conditions in the industry, changes in the regulatory and legal compliance environments, the failure to manage growth and other risks detailed from time to time in B Communications’ filings with the Securities Exchange Commission. These documents contain and identify other important factors that could cause actual results to differ materially from those contained in our projections or forward-looking statements. Stockholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statement