
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 April 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- _____

B COMMUNICATIONS LTD.

EXHIBIT INDEX

The following exhibit is attached:

EXHIBIT NO. DESCRIPTION

| | |
|------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Midroog Affirms Aa2.il Credit Rating for Bezeq Debentures (The Company's controlled subsidiary); Assigns Negative Outlook. |
|------|--------------------------------------------------------------------------------------------------------------------------------------------|

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)

Date: April 8, 2019

By /s/ Ami Barlev

Chief Executive Officer

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Immediate Report**Midroog Affirms Aa2.il Credit Rating for Bezeq Debentures**
Assigns Negative Outlook

Tel Aviv, Israel - April 8, 2019 – Bezeq The Israel Telecommunication Corp., Ltd. (TASE: BEZQ), announced today that Midroog, the Israeli credit rating agency, affirmed a rating of Aa2.il for the Company's debentures (unchanged from the previous rating) and assigned a negative outlook.

The rating reflects Midroog's estimation that Bezeq will continue to be the leading player in the telecommunications market in Israel, in all sectors of its operations, and that to a certain degree, the Company may curb the eroding profitability in the medium term through efficiency measures. At the same time, the release of the Company from having to pay dividends for at least the next two years will contribute to the improvement of its business and financial flexibility, although Midroog estimates that in the short term, a considerable part of the free cash flow will be directed towards payments for employee retirement.

The negative rating outlook reflects Midroog's assessment that Bezeq would be in a weaker operational position due to the ongoing erosion of its business profile in most of its business segments as well as the decline in the Company's financial profile, which is reflected in the debt coverage ratios.

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.