
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-

EXPLANATORY NOTE

The following exhibit is attached:

EXHIBIT NO. DESCRIPTION

99.1 [Update Regarding Bezeq's General Meeting.](#)

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: April 8, 2019

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

99.1 [Update Regarding Bezeq's General Meeting.](#)

Re: Update Regarding Bezeq's General Meeting

Ramat Gan, Israel – **April 8, 2019** – B Communications Ltd. (the “**Company**”) (NASDAQ Global Select Market and TASE: BCOM).

As reported on March 28, 2019, Bezeq, the Israel Telecommunication Corp. Ltd. (“**Bezeq**”) has recently announced that was it was convening a general meeting of Bezeq’s shareholders (the “**Meeting**”), the agenda of which originally included a proposed increase to Bezeq’s registered share capital.

We reported on April 3, 2019 that the Company submitted a written request to Bezeq regarding this proposal.

Bezeq today reported that Bezeq’s Board of Directors decided, in light of the discussions with its shareholders, that the matter of increasing the registered share capital will be removed from the agenda of the Meeting. Bezeq said it would publish an amendment to its proxy statement in the near future.

Notes

The market, the regulatory environment and Bezeq’s specific situation continue to remain highly volatile. In view of the latest developments, the Company wishes to clarify that it will also issue, in addition to the current reporting situation, reports according to the “Hybrid Disclosure Model” pursuant to the rules of the Israel Securities Authority

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.