
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 June 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.

EXPLANATORY NOTE

The following exhibit is attached:

99.1 [Update re: Searchlight Transaction, Debenture holders' Meetings; Court](#)

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: June 20, 2019

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

99.1	<u>Update re: Searchlight Transaction, Debenture holders' Meetings; Court</u>
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Notes

This report is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and applicable U.S. state securities laws. We will not make any public offering of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act.

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.

Re: Update Regarding Searchlight Transaction, Debenture holders' Meetings; Court

Ramat Gan, Israel – **June 20, 2019** – B Communications Ltd. (the “**Company**”) (NASDAQ Global Select Market and TASE: BCOM).

As reported on June 19, 2019, meetings of the debenture holders of both the Company and Internet Gold-Golden Lines Ltd. (“**IGLD**”) took place (the “**Meetings**”). The debenture holders were asked to vote on whether the companies should sign the Searchlight Transaction agreements and whether to instruct the applicable Trustee to the debentures to sign any related document required to perform the agreements (the “**Purchase Agreement**”).

We reported on June 19, 2019 that the majority required by Searchlight for the approval of the Purchase Agreement in these Meetings was a majority of *at least 75% of the total number of votes cast at each of the meetings, excluding abstentions* (the “**Special Majority**”). The Special Majority was obtained in 3 out of the 4 meetings (Series C wasn’t obtained).

The Company now wishes to update that following the publication of the results of the Meetings, Searchlight Capital Partners informed the Company that it is no longer demanding the Special Majority.

This morning, a hearing was held in the Tel Aviv District Court (the “**Court**”) regarding the results of the Meetings. Taking into account the updated position of Searchlight, that it longer requires the Special Majority, and the fact that the required majority under applicable law for entering into the Purchase Agreement with Searchlight is only 50.01%, the Court recommended to push forward the transaction without convening additional meetings prior to signing (it should be clarified that, nevertheless, another round of voting will be required for the creditors’ meetings, as well as other legally required approvals and processes).

The Court allowed a period of several hours for the parties involved, for Series C debenture holders who voted against the Purchase Agreement and for the Trustee, to respond. Accordingly, during the day responses were received from the two parties who had previously voted against the Purchase Agreement. One of the entities announced that it now consents to entering into the Purchase Agreement (in accordance with the terms agreed between the parties during the day) and to the change to the majority requirement, while the second entity announced its steadfast opposition to both the Purchase Agreement and to the change to the majority requirement. It should be clarified that the consent received by the first entity suffices to obtain a majority of more than 80% of the actual number of voters.

The Trustee has not yet responded with his final position and accordingly, the Company has turned to the Court for giving this report and for receiving further instructions in order to sign the agreement.

The Company will continue to update on developments.