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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 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- \_\_\_\_\_

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**B COMMUNICATIONS LTD.**

EXPLANATORY NOTE

The following exhibits are attached:

99.1 [Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Immediate Report - Assessment of Private Placement of Debentures \(Series 12\) to Institutional Investors in Exchange for Debentures \(6\).](#)

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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/ Ami Barlev  
Ami Barlev  
Chief Executive Officer

Date: November 25, 2019

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

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**Bezeq The Israel Telecommunications Corporation Ltd.**  
("Bezeq")

November 24, 2019

To:  
Israel Securities Authority  
Tel Aviv Stock Exchange Ltd.

**Re: Immediate Report - Assessment of Private Placement of Debentures (Series 12) to Institutional Investors in Exchange for Debentures (6)**

The Company announces that it is assessing carrying out a private placement of the Company's Debentures (Series 12) that are traded on the "TACT Institutional" system of the Tel-Aviv Stock Exchange Ltd ("TASE") to institutional investors (in their meaning in the TASE regulations) in an overall amount of up to par value NIS 350 million of Debentures (Series 12), in return for the Company's Debentures (Series 6) held by them ("the Private Exchange").

Implementation of the Private Exchange, if it takes place, will be conditioned inter alia on fulfillment of several contingent terms, including receipt of approval from the TASE to register the additional Debentures (Series 12) that would be issued as part of the Private Exchange for trading on the "TACT Institutional" system of the TASE; and that expansion of the Debentures (Series 12) as part of the Private Exchange will not lead to a reduction in the rating of the Debentures (Series 12) as they would be immediately prior to the Private Exchange.

As of this date, the exchange amount and the exact exchange ratio by which Debentures (Series 12) would be issued in place of Debentures (Series 6) as part of the Private Exchange has not been set, and there is no certainty that the Private Exchange will take place. This report does not represent an offer to the public to sell or to purchase the Company's securities.

Sincerely,  
Bezeq Israel Telecommunications Corporation Ltd.

*The above information constitutes a translation of the Report published by Bezeq. The Hebrew version was submitted by Bezeq 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.*