

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F/A
(Amendment No. 1)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

Commission file number 001-33271

CELLCOM ISRAEL LTD.

(Exact name of Registrant as specified in its charter
and translation of Registrant's name into English)

ISRAEL

(Jurisdiction of incorporation or organization)

10 Hagavish Street, Netanya 4250708, Israel

(Address of principal executive offices)

Liat Menahemi Stadler, 972-52-9989595 (phone), 972-98607986 (fax), LIATME@cellcom.co.il, 10 Hagavish Street, Netanya 4250708, Israel

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Ordinary Shares, par value NIS 0.01 per share

New York Stock Exchange ("NYSE")

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2018, the Registrant had outstanding 116,196,729 Ordinary Shares, par value NIS 0.01 per share.

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

If this report is an annual or transition report, indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ Yes ☒ No

Indicate by check mark whether the Registrant has (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)

. ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued by the International Accounting Standards Board ☒

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant elected to follow.

Item 17 ☐

Item 18 ☐

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 20-F of Cellcom Israel Ltd. ("Cellcom") for the year ended December 31, 2018 filed on March 18, 2019 is being filed solely for the purpose of filing the correct version of the Consent of Independent Registered Public Accounting Firm - Somekh Chaikin as Exhibit 15.1 hereto.

This Form 20-F/A consists of a cover page, this explanatory note, Item 19, the signature page and the Exhibits (as updated).

ITEM 19. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
1.1	Updated Articles of Association and Memorandum of Association ⁽⁵⁾
2.1	Form of Ordinary Share Certificate ⁽¹⁾
4.7	Shelf Prospectus Indenture dated March 7, 2012, between Cellcom and Strauss Lazar Trust Company (1992) Ltd. ⁽²⁾
4.7.1	Amendment and Addendum no. 1 to the Indenture from January 19, 2012, dated March 7, 2012, between Cellcom and Strauss Lazar Trust Company (1992) Ltd. ⁽²⁾
4.8	Series H and I Indenture dated June 23, 2014, between Cellcom and Mishmeret Trust Services Company Ltd., as amended in Addendum no.1 dated June 26, 2014 ⁽³⁾
4.9	Series J and K Indenture dated September 25, 2016, between Cellcom and Mishmeret Trust Services Company Ltd. ⁽⁴⁾
4.10	Series L Indenture dated January 21, 2018, between Cellcom and Strauss Lazar Trust Company (1992) Ltd. ⁽⁵⁾
4.12	Registration Rights Agreement dated March 15, 2006 among Cellcom, Goldman Sachs International, DIC, DIC Communications and Technology Ltd. and PEC Israel Economic Corporation ⁽¹⁾
4.13	Amended Non-Exclusive General License for the Provision of Mobile Radio Telephone Services in the Cellular Method dated June 27, 1994 ⁽⁷⁾
4.15	Amended 2015 Share Incentive Plan ⁽⁶⁾
8.1	Subsidiaries of the Registrant ⁽⁷⁾
12.1	Certification of Principal Executive Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to §302 of the Sarbanes-Oxley Act*
12.2	Certification of Principal Financial Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to §302 of the Sarbanes-Oxley Act*
13.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act ⁽⁷⁾
15.1	Consent of Independent Registered Public Accounting Firm - Somekh Chaikin*
15.2	Consent of Independent Registered Public Accounting Firm - Keselman & Keselman ⁽⁷⁾
15.3	Letter of Somekh Chaikin addressed to the SEC pursuant to Item 16F ⁽⁷⁾

<u>Exhibit Number</u>	<u>Description</u>
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101.INS	XBRL Instance Document ⁽⁷⁾
101.SCH	XBRL Taxonomy Extension Schema Document ⁽⁷⁾
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document ⁽⁷⁾
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document ⁽⁷⁾
101.LAB	XBRL Taxonomy Extension Label Linkbase Document ⁽⁷⁾
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document ⁽⁷⁾

* Filed herewith.

⁽¹⁾ Incorporated by reference to our registration statement on Form F-1 (registration no. 333-140030) filed with the SEC on January 17, 2007.

⁽²⁾ Incorporated by reference to our annual report on Form 20-F for the year 2011 filed with the SEC on March 7, 2012.

⁽³⁾ Incorporated by reference to our annual report on Form 20-F for the year 2014 filed with the SEC on March 16, 2015.

⁽⁴⁾ Incorporated by reference to our annual report on Form 20-F for the year 2016 filed with the SEC on March 20, 2017.

⁽⁵⁾ Incorporated by reference to our annual report on Form 20-F for the year 2017 filed with the SEC on March 26, 2018.

⁽⁶⁾ Incorporated by reference to our registration statement on Form S-8 filed with the SEC on August 13, 2015.

⁽⁷⁾ Incorporated by reference to our annual report on Form 20-F for the year 2018 filed with the SEC on March 18, 2019.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CELLCOM ISRAEL LTD.

By: /s/ Nir Sztern
Name: Nir Sztern
Title: President and Chief Executive Officer

Date: April 1, 2019

Exhibit 12.1

I, Nir Sztern, Chief Executive Officer of the Company, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 20-F of Cellcom Israel Ltd; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 1, 2019

/s/ Nir Sztern

Nir Sztern

Chief Executive Officer

Exhibit 12.2

I, Shlomi Fruhling, Chief Financial Officer of the Company, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 20-F of Cellcom Israel Ltd; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 1, 2019

/s/ Shlomi Fruhling

Shlomi Fruhling
Chief Financial Officer



Somekh Chaikin
KPMG Millennium Tower
17 Ha'arba'a Street, PO Box 609
Tel Aviv 61006, Israel
+972 3 684 8000

Consent of Independent Registered Public Accounting Firm

The Board of Directors Cellcom Israel Ltd:

We consent to the incorporation by reference in the registration statements (No. 333-141639, No. 333-184955 and No. 333-206338) on Form S-8 of Cellcom Israel Ltd. ("the Company") of our report dated March 18, 2019, with respect to the consolidated statements of financial position of the Company as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years then ended, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2018, which report appears in the December 31, 2018 annual report on Form 20-F of the Company.

Our report refers to a change in accounts for financial instruments in 2018.

Somekh Chaikin

Certified Public Accountants (Israel)
Member Firm of KPMG International

Tel Aviv, Israel
March 18, 2019