

**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 July 2011

INTERNET GOLD-GOLDEN LINES LTD.

(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 52503, 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- _____

INTERNET GOLD-GOLDEN LINES LTD.

The following exhibit is attached:

99.1 Internet Gold - Golden Lines Debentures Receive an A3 Stable Rating.

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.

Internet Gold-Golden Lines Ltd.

(Registrant)

By /s/Eli Holtzman
Eli Holtzman
Chief Executive Officer

Date: July 18, 2011

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

99.1 Internet Gold - Golden Lines Debentures Receive an A3 Stable Rating.

EXHIBIT 99.1

INTERNET GOLD - GOLDEN LINES DEBENTURES RECEIVE AN A3 STABLE RATING

Ramat Gan, Israel, July 18, 2011- Internet Gold - Golden Lines Ltd. (Nasdaq: [IGLD](#)) today announced that Midroog Ltd., an Israeli rating company affiliated with Moody's, has awarded a local rating of A3 stable rating for a possible issuance of up to NIS 200 million of additional existing Series C Debentures or new series of debentures with an average duration of approximately 5.5 years.

At this stage, the Company's Management is examining the business possibilities as well as the market terms for a public issuance of additional Series C Debentures and/or a new series of debentures. The Company has not yet made a definite decision as to the offering, including the terms and timing thereof or the amount of debentures that will be offered, if any. Any offering, if made, will be subject, among other things, to the approval of the Company's Board of Directors.

The Debentures, if offered, pursuant to the shelf prospectus and a prospectus supplement will be offered only in Israel, will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States or to U.S. Persons (as such term is defined under Regulation S promulgated under the Securities Act) without registration under the Securities Act or an exemption from the registration requirements of the Securities Act.

About Internet Gold

Internet Gold is a telecommunications-oriented holding company which is a subsidiary of Eurocom Communications Ltd. Internet Gold's primary holding is its approximately 78.11% interest in B Communications Ltd. (TASE and Nasdaq: [BCOM](#)), which in turn holds the controlling interest (approximately 31.22%) in Bezeq, The Israel Telecommunication Corp., Israel's largest telecommunications provider (TASE: [BZEQ](#)). Internet Gold's shares are traded on Nasdaq and the TASE under the symbol [IGLD](#). For more information, please visit the following Internet sites:

[www.eurocom.co.il](#);
[www.igld.com](#);
[www.bcommunications.co.il](#);
[www.ir.bezeq.co.il](#)

Forward-Looking Statements

This communication 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.