

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 Ltd. Announces Board Approval in Principle for Issuance of Series C Debentures through a Public Offering in Israel.

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 24, 2011

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Internet Gold - Golden Lines Ltd. Announces Board Approval in Principle for Issuance of Series C Debentures through a Public Offering in Israel.

EXHIBIT 99.1

INTERNET GOLD - GOLDEN LINES LTD. ANNOUNCES BOARD APPROVAL IN PRINCIPLE FOR ISSUANCE OF SERIES C DEBENTURES THROUGH A PUBLIC OFFERING IN ISRAEL

Ramat Gan, Israel, July 24, 2011- Internet Gold - Golden Lines Ltd. (Nasdaq: [IGLD](#)) today announced that its Board of Directors has authorized in principle the issuance of up to approximately NIS 200 million par value of additional existing Series C Debentures in Israel pursuant to the Company's shelf prospectus dated September 1, 2010 that was filed with the Israeli Securities Authority and the Tel Aviv Stock Exchange on August 31, 2010.

The Company has not yet made a definite decision as to the offering, including the terms and timing thereof. The amount to be raised has not yet been determined, nor can there be any assurance that an offering will be made.

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.