

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 December 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 exhibits are attached:

- 99.1 Internet Gold – Golden Lines Ltd. Announces Results of Extraordinary General Meeting of Shareholders held on December 15, 2011.

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/Doron Turgeman
Doron Turgeman
Chief Executive Officer

Date: December 15, 2011

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Internet Gold – Golden Lines Ltd. Announces Results of Extraordinary General Meeting of Shareholders held on December 15, 2011.

EXHIBIT 99.1

Internet Gold – Golden Lines Ltd. (the “Company”) (NASDAQ and TASE: IGLD) today announced the results of an Extraordinary General Meeting of Shareholders held on December 15, 2011 at 10:00 a.m. (Israel time) at 2 Dov Friedman Street, Ramat Gan 52503, Israel. At the meeting, the Company's shareholders approved the following proposals submitted for shareholder approval:

- approval of the terms of retirement of Mr. Eli Holtzman, the Company's former chief executive officer.
- approval and adoption of Amended Articles of Association of the Company.
- approval of a form of indemnification agreement for directors and officers of the Company (including directors and officers who are deemed to be controlling shareholders or relatives of controlling shareholders, within the meaning of the Israeli Companies Law, and directors and officers with respect to whom a controlling shareholder has a personal interest in their receiving an indemnification letter).
- approval of a form of exemption agreement for directors of the Company who are not deemed to be controlling shareholders or relatives of controlling shareholders, within the meaning of the Israeli Companies Law, and directors with respect to whom a controlling shareholder does not have a personal interest in their receiving an exemption letter.

The Company's shareholders did not approve a form of exemption agreement for directors and officers of the Company who are deemed to be controlling shareholders or relatives of controlling shareholders, within the meaning of the Israeli Companies Law, and directors and officers with respect to whom a controlling shareholder has a personal interest in their receiving an exemption letter.