

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 April 2012

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 Announcement of B Communications Ltd., the Registrant's Controlled Subsidiary, that it expects to receive approximately NIS 489 Million in dividends from Bezeq - The Israel Telecommunication Corp. Ltd., a Controlled Subsidiary of B Communications Ltd., in May 2012.

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: April 25, 2012

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Announcement of B Communications Ltd., the Registrant's Controlled Subsidiary, that it expects to receive approximately NIS 489 Million in dividends from Bezeq - The Israel Telecommunication Corp. Ltd., a Controlled Subsidiary of B Communications Ltd., in May 2012.

B Communications Ltd. Expects to Receive Approximately NIS 489 Million in Dividends from Bezeq in May 2012

Ramat-Gan, Israel, April 25, 2012- B Communications Ltd. (Nasdaq: BCOM) ("B Communications") announced today that on April 24, 2012 shareholders at the General Meeting of its controlled subsidiary, Bezeq - The Israel Telecommunications Corp., Ltd. ("Bezeq"), approved the payment of a dividend of NIS 1,074 million to Bezeq's shareholders of record on April 5, 2012. The dividend, which is based on Bezeq's dividend distribution policy, is expected to be paid on May 21, 2012. B Communications expects to receive approximately NIS 334 million (approximately US \$89 million at current exchange rates) from this distribution.

On May 21, 2012, Bezeq will also distribute the third NIS 0.5 billion installment of the NIS 3.0 billion special dividend that was approved by its shareholders on January 24, 2011. Accordingly, B Communications expects to receive an additional NIS 155 million (approximately US \$41 million at current exchange rates) as a special dividend on the payment date.

On May 2, 2012, the Economic Division of the Tel Aviv District Court will hear the closing arguments on the objections filed on March 29, 2012 and on April 4, 2012 opposing the continued payments of the special dividend. Both objections were filed by holders of the Company's Debentures (Series 5). Bezeq denied the arguments set forth in the objections and asserted that there is no basis for the relief sought.