

**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 May 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.

EXPLANATORY NOTE

The following exhibit is attached:

- 99.1 The Registrant's controlled subsidiary, B Communications Ltd. announces that its controlled subsidiary, Bezeq - The Israel Telecommunication Corp. Ltd., reports that its board of directors approved the issuance of up to NIS 450 million in debt by its subsidiary, D.B.S. Satellite Services (1998) Ltd.

## 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: May 9, 2012

## EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	The Registrant's controlled subsidiary, B Communications Ltd. announces that its controlled subsidiary, Bezeq - The Israel Telecommunication Corp. Ltd., reports that its board of directors approved the issuance of up to NIS 450 million in debt by its subsidiary, D.B.S. Satellite Services (1998) Ltd.

Ramat Gan, Israel, May 9, 2012 - B Communications Ltd. (NASDAQ: BCOM) announces that its controlled subsidiary, Bezeq - The Israel Telecommunication Corp., Ltd. (the "Company") reported that its board of directors approved the issuance of up to NIS 450 million in debt by its subsidiary, D.B.S. Satellite Services (1998) Ltd. ("DBS"). DBS intends to obtain a long term loan from certain institutional lenders secured by collateral previously provided to existing creditors and by an additional private issuance of DBS's Series B debentures. The issuance, which received a credit rating of ilA- by S&P Maalot, will be conditioned upon approvals from DBS' financing banks and the proceeds will be used primarily for the early repayment of existing bank loans of NIS 400 million and the balance of the proceeds will be used for DBS's operations.

In addition, the Company authorized DBS to enter into agreements with its financing banks to amend or terminate its current financing arrangements. This will include the repayment of all of DBS's outstanding long term bank loans (as a condition for the new debt issuance) and entering into new agreements with individual banks for an ongoing credit line.

The Company believes that the issuance of additional debt is in the best interest of DBS and the Company because, among other things, it will allow DBS to replace its current debt with a more convenient repayment schedule and therefore improve its cash flow. The early repayment of the existing bank loans will also allow DBS to cancel current restrictive covenants that limit DBS's financial flexibility.