
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 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 Internet Gold-Golden Lines Ltd. Announces Results of Annual General Meeting of Shareholders held on July 26, 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: July 26, 2012

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

99.1 Internet Gold-Golden Lines Ltd. Announces Results of Annual General Meeting of Shareholders held on July 26, 2012.

Internet Gold - Golden Lines Ltd. (the “Company”) advises that the 2012 Annual General Meeting of the Company (the “Meeting”) was held on July 26, 2012 at 2 Dov Friedman Street, Ramat Gan 52503, Israel. The following resolutions were passed at the Meeting:

- (1) To reelect the following five directors for terms expiring at the Company’s 2013 Annual General Meeting of Shareholders: Mr. Shaul Elovitch, Mr. Amikam Shorer, Mr. Felix Cohen, Mr. Yossef Elovitch and Ms. Anat Winner.
- (2) To ratify and approve the reappointment of Somekh Chaikin, registered public accounting firm, a member of KPMG International, as the Company’s independent registered public accountants for the year ending December 31, 2012, and to authorize the Company’s Board of Directors to delegate to the Audit Committee the authority to fix the compensation of such independent registered public accountants in accordance with the volume and nature of their services, all without derogate from the relevant powers granted to the Board of Directors according to the Israeli Companies Law.

In addition, the auditor’s report and audited consolidated financial statements of the Company for the year ended December 31, 2011 were presented at the Meeting.
