

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 November 2013

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 Form of the Immediate Report of Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq"), a controlled subsidiary of B Communications Ltd., the Registrant's controlled subsidiary, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Draft of terms for Bezeq-Yes merger.

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: November 3, 2013

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Form of the Immediate Report of Bezeq - The Israel Telecommunication Corp. Ltd. ("Bezeq"), a controlled subsidiary of B Communications Ltd., the Registrant's controlled subsidiary, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Draft of terms for Bezeq-Yes merger.

November 3, 2013

Bezeq - The Israel Telecommunication Corp. Ltd. (the "Company"),

**To: The Tel Aviv Stock Exchange
The Israeli Securities Authority**

The Company hereby provides notification that on October 27, 2013, it received from the Antitrust Authority (hereinafter, the "Antitrust Authority") an initial draft of the terms for the Company's merger with D.B.S. Satellite Services (1998) Ltd. (hereinafter, "Yes") of which the Company currently holds approximately 49.8%.

At the same time, the Company's Board of Directors held a meeting in which it was decided that the Company was interested, in principle, in preparing for the process of examining its possibilities for increasing its shareholdings of Yes, subject to performance of all the examinations and the examination of all the conditions to be determined (if determined) by the Antitrust Authority.

To such end, the Board of Directors has formed a sub-committee composed of members who are all external/independent directors to address the matter, taking into account the possibility that it would entail a transaction with the Company's controlling shareholders. The committee must present its recommendations to the audit committee and the Board of Directors.

The Company believed that the matter was not final and contingent upon authorization of the conditions and the official publication thereof by the Antitrust Authority. It further maintained that publication of the information to the public at the time could adversely affect the likelihood of completing the action and/or materially adversely affect the terms thereof. Therefore, this report was delayed in accordance with Regulation 36(b) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970.

The report is being published at the present time in light of information on the matter released by the media in the afternoon hours of October 31, 2013.

The above information constitutes a translation of the Immediate Report published by the Company. The Hebrew version was submitted by the Company to the relevant authorities pursuant to Israeli law, and represents the binding version and the only one having legal effect. This translation was prepared for convenience purposes only.