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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 February 2014**

**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- \_\_\_\_\_

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Internet Gold-Golden Lines Ltd.

EXPLANATORY NOTE

The following exhibit is attached:

99.1 B Communications, the Registrant's Controlled Subsidiary, Announces Pricing of \$800,000,000 Aggregate Principal Amount of Senior Secured Notes Due 2021.

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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: February 10, 2014

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EXHIBIT INDEX

EXHIBIT NO.   DESCRIPTION

99.1	B Communications, the Registrant's Controlled Subsidiary, Announces Pricing of \$800,000,000 Aggregate Principal Amount of Senior Secured Notes Due 2021.
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**Press Release**

**B Communications Announces Pricing of \$800,000,000 Aggregate Principal Amount of Senior Secured Notes Due 2021**

Ramat-Gan, Israel - February 10, 2014 - B Communications Ltd. (NASDAQ Global Select Market and TASE: BCOM) announced today that it had priced a private offering to eligible purchasers of \$800,000,000 of 7½% Senior Secured Notes due 2021 (the “Notes”) at an offering price of 100% of the principal amount thereof. The Notes are to be offered and sold in the United States to qualified institutional buyers pursuant to Rule 144A under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and to certain qualifying investors in offshore transactions, including in Israel, in reliance on Regulation S under the Securities Act. The offering of the Notes is expected to close on or about February 19, 2014.

The Notes will be senior obligations of B Communications and will be guaranteed by its two wholly-owned subsidiaries, B Communications (SP1) Ltd. and B Communications (SP2) Ltd. on a senior secured basis.

Application has been made to list the Notes on the system of the Tel Aviv Stock Exchange for trading by institutional investors, known as TACT Institutional.

B Communications plans to use the net proceeds from the offering to repay all amounts outstanding under the loans it incurred to acquire its controlling interest in Bezeq - The Israel Telecommunications Corp. Ltd. (“Bezeq”) and to deposit funds into a debt service account. In addition, subject to the completion of the Notes offering, B Communications intends to redeem all of its outstanding Series A Debentures (NIS 186 million as of September 30, 2013) using its unrestricted cash on hand.

The Notes have not been registered under the Securities Act or any state securities laws. They may not be offered or sold within the United States, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act and to certain persons in offshore transactions in reliance on Regulation S under the Securities Act.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities, and shall not constitute an offer, solicitation or sale of the Notes in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

**About B Communications Ltd.**

B Communications is a telecommunications-oriented holding company and its primary holding is its controlling interest in Bezeq (TASE: **BEZQ**), Israel’s largest telecommunications provider. B Communications shares are traded on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange under the symbol BCOM.

**Forward-Looking Statements**

This press release contains forward-looking statements that are subject to risks and uncertainties. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, general business conditions in the industry, changes in the regulatory and legal compliance environments, the failure to manage growth and other risks detailed from time to time in B Communications’ filings with the Securities Exchange Commission. These documents contain and identify other important factors that could cause actual results to differ materially from those contained in our projections or forward-looking statements. Stockholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statement.

**For further information, please contact:**

**Idit Cohen – IR Manager**  
idit@igld.com / Tel: +972-3-924-0000

**Investor relations contacts:**  
**Mor Dagan - Investor Relations**  
mor@km-ir.co.il / Tel: +972-3-516-7620

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