
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 September 2014

INTERNET GOLD-GOLDEN LINES LTD.

(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 5250301, 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- _____

EXPLANATORY NOTE

The following exhibit is attached:

- 99.1 An immediate report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., the registrant controlled subsidiary, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Immediate report - dismissal of motions to certify derivative claims.
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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: September 18, 2014

EXHIBIT INDEX

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION</u> |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | An immediate report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., the registrant controlled subsidiary, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Immediate report - dismissal of motions to certify derivative claims. |

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

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

Re: Immediate report - dismissal of motions to certify derivative claims

In September 17, 2014, the Company received a ruling of the same day rendered by the Tel Aviv District Court (Economic Division), which dismissed two motions to certify derivative claims against (current and former) officers of the Company, on grounds, inter alia, that the officers of the Company decide upon a distribution of dividends and the taking of loans by the Company, during the period relevant to the two motions, in breach of their duties towards the Company, in a conflict of interest and while harming the interests of the Company (for further details of such proceedings, see Section 2.18(f) of Chapter A of the Company's 2013 periodic report).

According to the ruling, the Court decided to dismiss the two motions to certify the derivative claims after finding, inter alia, that no proof had been achieved that the respondents (the officers) made such decisions in bad faith or that they acted in excess of their prerogative framework, or that they harmed the interests of the Company.

The above information constitutes a translation of 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.
