
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 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 - Commencement of negotiations for acquisition of Eurocom's shares in D.B.S.
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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: November 19, 2014

EXHIBIT INDEX

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 - Commencement of negotiations for acquisition of Eurocom's shares in D.B.S.
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Bezeq - The Israel Telecommunication Corp. Ltd. (the "Company")

To: The Tel Aviv Stock Exchange
The Israeli Securities Authority

Immediate report - commencement of negotiations for acquisition of Eurocom's shares in D.B.S.

Further to the Company's immediate reports from November 3, 2013, November 7, 2013 and March 26, 2014, regarding the Antitrust Authority's decision on the Company's merger with D.B.S. Satellite Services (1998) Ltd. (hereinafter, "**DBS**"), and further to the description in section 1.1.2 of the chapter containing a description of the Company's business affairs in its 2013 periodic report, as well as the update to such section in the quarterly report for the period ending September 30, 2014, the Company hereby provides notification that the Board of Directors subcommittee that was established to handle the matter made progress on evaluating the alternatives available to it, and on November 18, 2014, decided to commence negotiations with Eurocom D.B.S. Ltd. ("**Eurocom**") for the possible acquisition of its shares of D.B.S. by means of a proposed cash transaction.

It is emphasized that in the Company's present early stages of negotiations, there can be no certainty that the transaction will be implemented in accordance with the aforementioned proposal or at all and/or regarding the terms of such transaction and/or whether the approvals required by law for its implementation will be received. In view of the foregoing, the Company is unable, at the present stage, to arrive at an estimated purchase price and/or the approximate timetable for negotiations, if at all.

The statements in this immediate report include forward-looking information; as such term is defined in the Israel Securities Law, 5728-1968 and is based on the Company's assumptions as of the current date. Such forward-looking information may not materialize, or materialize differently from what is expected, based on progress and factors beyond the Company's control.

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.
