
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 February 2015

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., itself a subsidiary of Internet Gold, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Immediate Report - Approval of Yes Transaction.
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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 11, 2015

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
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Bezeq - The Israel Telecommunication Corp. Ltd. (the "Company")

To: The Tel Aviv Stock Exchange
The Israeli Securities Authority

Immediate Report - Approval of Yes Transaction

Further to the Company's immediate report of November 19, 2014 (ref. no. 2014-01-198423), the Company is pleased to announce that on February 10, 2015, the Board of Directors' subcommittee,^[1] Audit Committee and Board of Directors of the Company approved the Company's engagement in a transaction with Eurocom DBS Ltd. ("**Eurocom**"), which is controlled (indirectly) by Shaul and Yosef Elovitch, the Company's controlling shareholders. In the transaction, the Company will acquire the entire holdings of Eurocom in DBS Satellite Services (1998) Ltd. ("**Yes**"), which at this date represent 50.22% of the outstanding share capital of Yes (41.62% fully diluted) and the shareholder loans provided by Eurocom to Yes (approximately NIS 1,538 million as at December 31, 2014) ("**the Acquisition Transaction**"). Prior to the Acquisition Transaction, the Company and Yes will accept the terms established by the Antitrust Commissioner in the merger decision of March 26, 2014 (for further information about these terms, see the Company's immediate report of March 26, 2014, ref. no. 2014-01-024669), and the Company will exercise the option granted without consideration for the allotment of Yes shares at a rate of 8.6% of the issued capital of Yes.

Under the terms of the Acquisition Transaction, the Company will pay Eurocom NIS 680 million in cash on the closing date, against acquisition of the shares and shareholder loans. Eurocom will also be entitled to two additional contingent considerations, as follows: the first additional consideration of up to NIS 200 million will be paid based on the tax synergies; and the second additional consideration of up to NIS 170 million will be paid based on the business results of Yes in the next three years.

The agreement was approved after two fairness opinions, prepared by Merrill Lynch International (of the Bank of America group) and Prof. Amir Barnea, were submitted to the members of the committee and Board of Directors. Completion of the Acquisition Transaction is subject to the approval of the Ministry of Communications and the general meeting of the Company's shareholders, in accordance with section 275(A)(3) of the Companies Law, 1999.

The Company will publish a detailed report in accordance with the Securities Regulations (Transaction between a Company and its Controlling Shareholder), 2001, within the time prescribed by law, which will include full details of the transaction as required under these Regulations, and will convene a special general meeting to approve the transaction.

¹ An independent committee appointed by the Company's Board of Directors on October 27, 2013 to assess the transaction and conduct negotiations in its respect, and which all its members are external directors. The committee was assisted by various experts, including Merrill Lynch International as financial advisor.
