
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 March 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 - Resolutions of the General Meeting with respect to "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: March 24, 2015

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., itself a subsidiary of Internet Gold, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Resolutions of the General Meeting with respect to "YES" Transaction.
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Bezeq - The Israel Telecommunication Corp. Ltd. (the "Company")

To: The Tel Aviv Stock Exchange
The Israeli Securities Authority

Immediate report

On March 23, 2015 the Company's shareholders have approved the following resolutions:

1. To approve the acceptance of the terms established by the Antitrust Commissioner in his approval of Merger 7915 dated March 26, 2014, both by the Company and by Yes (in the Company's vote as shareholder in the general meeting of Yes) and to issue an announcement as described in section 9 of the merger approval; to announce the exercise, at no cost, of the Company's option for the allotment of 6,221 shares of Yes, representing 8.6% of Yes shares ("the Option") (subsequent to exercise of the Option, the Company will hold 58.36% of the share capital in Yes in full dilution).
2. To enter into an agreement with Eurocom DBS Ltd., whereby the Company will acquire the entire holdings of Eurocom DBS in Yes (including a right to exercise 43 Yes shares that it holds) and all the shareholder loans provided by Eurocom DBS to Yes, all for the consideration and under the terms (including the preconditions) as set out in the Acquisition Agreement, as was detailed in the Company's previous report.

The above information constitutes a translation of an excerpt 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.
