
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 May 2017

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- _____

INTERNET GOLD-GOLDEN LINES LTD.

The following exhibits are attached:

- 99.1 [A report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications, itself a subsidiary of Internet Gold - Immediate Report - Telephony Services for Resale.](#)
- 99.2 [A report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications, itself a subsidiary of Internet Gold - Immediate report - receipt of offers for the exchange of Debentures \(Series B\) of D.B.S. Satellite Services \(1998\) Ltd. with Debentures \(Series 6 and 10\) of the Company.](#)

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: May 24, 2017

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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- | | |
|------|---|
| 99.1 | <u>A report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications, itself a subsidiary of Internet Gold - Immediate Report - Telephony Services for Resale.</u> |
| 99.2 | <u>A report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications, itself a subsidiary of Internet Gold - Immediate report - receipt of offers for the exchange of Debentures (Series B) of D.B.S. Satellite Services (1998) Ltd. with Debentures (Series 6 and 10) of the Company.</u> |

Bezeq The Israel Telecommunication Corporation Ltd.**(“the Company”)**

To:
The Israel Securities Authority

To:
The Tel Aviv Stock Exchange Ltd.

Immediate Report - Telephony Services for Resale

On May 23, 2017, the Company received a decision from the Acting Minister of Communications dated May 18, 2017 regarding “the format for provision of telephony services for resale and setting the payment thereof on Bezeq’s network”, following a hearing held on the matter (for information on the hearing, see section 1.7.3.5 of the Description of the Company’s Business in the periodic report for 2016).

According to the decision, the Acting Minister of Communications adopted the recommendation of the Ministry’s professional echelons, determining as follows:

1. Determination of a format for provision of telephony services whereby the Company allows another license holder to purchase telephony services from the Company to enable outgoing and incoming calls for a customer of another license holder, and amendment of the Company’s license accordingly. The telephony services for resale must be provided for a year as from July 17, 2017, following a preparation period of two months.
2. Setting the maximum payments for provision of the telephony services for resale as follows:

Component	Amount of the payment (excluding VAT)
Fixed monthly payment	NIS 16 per line per month
Variable payment for outgoing calls	1.6 agorot per outgoing call minute
Variable payment for incoming calls	According to the provisions of the Communications (Telecommunications and Broadcasts) (Payments for Interconnect) Regulations, 2000, for fixed-line call completion
Added value services, such as voice mail, caller ID, call waiting, etc.	70% of the monthly payment set out in the Communications (Telecommunications and Broadcasts) (Payments for Telecommunications Services) Regulations, 2007

The final maximum payments will be determined after a hearing has been held (set for submission of comments by June 18, 2017). If it becomes clear in the hearing that the payments must be revised, an appropriate amendment will be made to the payments and offset (retroactively from the date of the decision) between the relevant operators.

The Company intends to submit its comments for the hearing and argue, *inter alia*, that the maximum payments that have been set are lower than required.

3. Postponement of the date of provision of wholesale telephony services (at wholesale prices) on the Company’s network for the 14 months of the arrangement, until July 18, 2018. Moreover, it is noted in the Acting Minister of Communications’ decision that, during the arrangement period, the Ministry intends to review the state of competition and the extent of realization of the purpose of the regulation in view of implementation of the arrangement, and accordingly, to examine the option of extending it or making it a fixed arrangement. Recommendation regarding revising the foregoing arrangement will be put to public hearing prior to making a decision on the matter.

The Company is assessing the decision and preparing to provide the services on the scheduled date and according to the provisions of the service portfolio.

The Company estimates that implementation of the above service may have an adverse effect on its financial results. However, at this stage it cannot estimate the extent of the effect since it depends of different variables, including the results of the late hearing, the marketing of the services by the competitors, the volume of customer demand for calls and the price levels of alternative products currently available on the market (such as VoB services), etc.

The above information constitutes a translation 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.

Bezeq The Israel Telecommunication Corporation Ltd.**(“the Company”)**

To:
The Israel Securities Authority

To:
The Tel Aviv Stock Exchange Ltd.

Immediate report – receipt of offers for the exchange of Debentures (Series B) of D.B.S. Satellite Services (1998) Ltd. with Debentures (Series 6 and 10) of the Company

The Company hereby provides notification that on May 23, 2017, the Company conducted a process for the receipt of offers from holders of the Debentures (Series B) of the subsidiary, D.B.S. Satellite Services (1998) Ltd. (“**D.B.S.**” and “**D.B.S. Debentures**”) which are traded on the TACT Institutional system of the Tel Aviv Stock Exchange Ltd. (“**TASE**”) for the exchange of such Debentures with Debentures (Series 6 and 10) of the Company, by way of a non-uniform offering pursuant to Regulation 11(a)(3) of the Securities Regulations (Manner of Offering Securities to the Public), 5767-2007.

In accordance with the results of such process, the Company intends to exchange D.B.S. Debentures in an aggregate of approximately NIS 530 million par value with Debentures (Series 6 and 10) of the Company, as follows:

1. The exchange of NIS 125,000,000 par value of D.B.S. Debentures for NIS 125,750,000 par value of Debentures (Series 6) of the Company; i.e. an exchange ratio of NIS 1.006 par value of Debentures (Series 6) of the Company for every NIS 1 par value of D.B.S. Debentures.
2. The exchange of NIS 404,789,613 par value of D.B.S. Debentures for NIS 446,887,733 par value of Debentures (Series 10) of the Company; i.e. an exchange ratio of NIS 1.104 par value of Debentures (Series 10) of the Company for every NIS 1 par value of D.B.S. Debentures (“**Exchange Ratio for Debentures 10**”).

The Company intends to enable the remaining holders of D.B.S. Debentures, over the course of the trading day of May 24, 2017, to notify it of their desire to exchange additional D.B.S. Debentures against issuance of Debentures (Series 10) of the Company, in accordance with the Exchange Ratio for Debentures 10. Accordingly, the number of D.B.S. Debentures actually exchanged for Debentures (Series 10) of the Company may be higher than the foregoing.

It is clarified that the issuance of Debentures (Series 6 and 10) and the actual exchange are dependent on the publication of a shelf offering report by the Company after receiving a permit for the shelf offering report from the Israel Securities Authority, and after receiving TASE’s approval to list the offered securities for trading. In addition, as stated in the Company’s report of May 18, 2017, the Company intends to offer to the public additional Debentures (Series 9) of the Company by way of expanding the series, subject to the final approval of the Company’s Board of Directors, publication of a shelf offering report and receipt of TASE’s approval to list the securities.

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