
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 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 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.

EXPLANATORY NOTE

The following exhibit is attached:

- 99.1 [Internet Gold - Golden Lines Intends to Initiate a Private Placement of its Series D Debentures to Institutional and Qualified Investors in Israel that will be Exchanged for Outstanding Series C Debentures.](#)

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 24, 2017

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
-------------	-------------

99.1	<u>Internet Gold - Golden Lines Intends to Initiate a Private Placement of its Series D Debentures to Institutional and Qualified Investors in Israel that Will Be Exchanged for Outstanding Series C Debentures.</u>
------	---

Internet Gold - Golden Lines Intends to Initiate a Private Placement of its Series D Debentures in Israel to Institutional and Qualified Investors in Exchange for Series C Debentures

Ramat Gan, Israel, September 24, 2017 - Internet Gold - Golden Lines Ltd. (the “Company”, “Internet Gold”) (NASDAQ and TASE: IGLD), today announced that the Company’s Board of Directors has instructed the Company’s management to carry out a private placement in Israel of Series D Debentures to “classified”/“institutional” and “qualified” investors (as defined under the exemptions of section 15 of the Securities Law, 5728-1968 and the First Schedule of The Securities Law) - in exchange for a portion of the Company’s outstanding Series C Debentures.

The final terms of the contemplated transaction have not yet been determined and there is no assurance that the transaction will eventually be carried out.

The private placement is currently intended to be structured as an increase to the outstanding Series D Debentures of the Company, which series was first issued in March 2014. The Series C Debentures to be acquired by the Company will be cancelled and the remaining outstanding debentures of both series will continue to trade on the Tel Aviv Stock Exchange

The terms of the newly issued Series D Debentures, if issued, will be identical to the terms of the outstanding Series D Debentures. The newly issued Series D Debentures will be listed on the Tel Aviv Stock Exchange, subject to exchange approval and initial re-sales will be restricted by applicable securities laws. If the private placement will take place, the exchange of the debentures shall be conducted as a private placement to Israeli “classified”/“institutional” investors pursuant to Regulation S under the U.S. Securities Act of 1933 and the newly issued debentures will not be registered under the Securities Act and may not be offered or sold in the United States or to U.S. persons unless they are registered under the Securities Act or an exemption from registration is available.

The private placement is also subject to the approval of Midroog Ltd., an Israeli rating company as well as certain approval of the Israel Tax Authority regarding the discount rate of the debentures series.

This report does not constitute an offer to sell or the solicitation of an offer to buy any securities.

The Investors are hereby referred to the immediate reports published by the Company regarding the investigation of the Israel Securities Authority in the “Bezeq” Group.

About Internet Gold

Internet Gold is a telecommunications-oriented holding company which is a controlled subsidiary of Eurocom Communications Ltd. Internet Gold’s primary holding is its controlling interest in B Communications Ltd. (TASE and Nasdaq: BCOM), which in turn holds the controlling interest in Bezeq, The Israel Telecommunication Corp., Israel’s largest telecommunications provider (TASE: BEZQ). Internet Gold’s shares are traded on NASDAQ and the TASE under the symbol IGLD. For more information, please visit the following Internet sites:

Forward-Looking Statements

This press release contains forward-looking statements that are subject to risks and uncertainties. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, general business conditions in the industry, changes in the regulatory and legal compliance environments, the failure to manage growth and other risks detailed from time to time in Internet Gold’s’ filings with the Securities Exchange Commission. These documents contain and identify other important factors that could cause actual results to differ materially from those contained in our projections or forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statement.