
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 February 2018

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 [A 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.](#)

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)

Date: February 28, 2018

By /s/ Doron Turgeman
Doron Turgeman
Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	<u>A 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.</u>



**Bezeq The Israel Telecommunications Corporation Ltd.
(the "Company")**

February 28, 2018

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: Letter from Elliott Advisors (UK) Limited

Further to the immediate report of the Company dated February 25, 2018 regarding the request of the controlling shareholder in the Company, B Communications, to convene an urgent meeting of the Board of Directors to discuss a proposal for the appointment of three new directors to the Company's Board of Directors, while Shaul, Or and Orna Elovich will resign as directors (the "Notice"), an immediate report is hereby given that on February 27, 2018, the Company's Board of Directors received a letter from the counsel of Elliott Advisors (UK) Limited ("Elliott"), who expressed its opinion that the Company's Board of Directors must reject the Notice because among else, shareholders, including controlling shareholders, do not have inherent rights to recommend appointment of directors beyond their voting power in shareholders' meetings.

The Company's Board of Directors is examining the letter from Elliott, and at this stage the Company has nothing further to address.

Sincerely,
Bezeq Israel Telecommunications Corporation Ltd.

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.