
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 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 exhibits are attached:

- 99.1 [Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange.](#)
- 99.2 [Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange.](#)
- 99.3 [Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange.](#)
- 99.4 [Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange.](#)
- 99.5 [Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., 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)

By /s/ Doron Turgeman
Doron Turgeman
Chief Executive Officer

Date: March 7, 2018

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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Bezeq The Israel Telecommunications Corporation Ltd.

(the “Company”)

March 7, 2018

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: **Class Action**

On March 6, 2018 the Company received an application for certification as a class action of a legal claim that was filed in the Central District Court.

In the application, which was filed by two subscribers of the Company, it is alleged that the Company abused its monopolistic status, among other factors, in that it prevented competition in the telecommunications market, thereby causing harm to the public in Israel and earning unreasonable profits as a result of exploitation of its strength as a monopoly.

This application is similar to an earlier application filed by the same applicants (application for certification of a class action dated November 5, 2015, regarding which the Company published an immediate report on November 5, 2015 and which is still pending in the same court – “the Earlier Application”), in respect of the same cause and based on similar allegations, but whereas in the Earlier Application the relief and the damages claimed related to the period up to the Earlier Application’s filing date, in the present application the relief and the damages claimed relate to the period from the date of filing the Earlier Application to the end of 2017, in view of the applicants’ allegation that the Company did not cease the actions alleged against it in the Earlier Application, and in view of the allegation added to the tort, in addition to exploitation of the strength of the Company, i.e., “acts of corruption and unlawful activities for proscribed purposes of the Director General of the Ministry of Communications.”

According to the applicants, the harm caused by the Company to the telecommunications market in Israel is reflected in the excess and unreasonable profitability of the Company, and they have applied to sue for NIS 258 million, which they contend is based (as they contended in the Earlier Application) on 10% of the surplus operating income of the Company, stemming from abuse of its monopolistic strength (in addition to the damages claimed in the Earlier Application).

The Company is studying the application and at this stage is unable to assess the likelihood of its success.

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.



Bezeq The Israel Telecommunications Corporation Ltd.

(the “Company”)

March 7, 2018

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: Temporary Appointments to the Board

This Immediate Report advises that on March 6, 2018 the Board of Directors of the Company discussed the request which the controlling shareholder of the Company, B Communications Ltd. (“BCOM”), made on February 25, 2018, for the appointment of directors to the Board of Directors of the Company (see the Immediate Report dated February 25, 2018).

The request was made under the framework of the authority of the Board of Directors under section 85.1 of the Company’s Articles, which states that:

“85.1 The members of the Board of Directors of the Company shall be elected by the General Meeting.

- (a) The start of the term of office of a director (including an external director) shall be the date of the end of the General Meeting at which he was elected unless the General Meeting determined that the start of the term of office shall be on a later date.
- (b) The term of office of the directors shall be:
 - (1) a director who is not an external director – until the end of the annual general meeting that follows the General Meeting at which he was elected;
 - (2) an external director – in accordance with the provisions of the Companies Law.

Notwithstanding the foregoing, serving directors may at any time and from time to time appoint as a director (who is not an external director) any person who is qualified to be appointed a director pursuant to section 224A of the Companies Law, whether to fill a place that has fallen vacant for any reason or whether as an additional director or directors, provided that the number of directors does not exceed the maximum number set in Article 84. A director appointed in this manner shall serve for a period not exceeding 6 months from the date of his appointment or until the next General Meeting, when he can be elected – whichever is the earlier.”

BCOM informed the Board of Directors that at present it is requesting discussion of the appointment of Mr. Shlomo Rodav and Mr. Doron Turgeman as directors and not the appointment of Mr. Tamir Cohen at this stage.

At the start of the discussion, the legal advisers of the Board of Directors gave their opinion that the Board of Directors has no obligation by virtue of the Telecommunications Order or any law to accede to the request and to appoint all or some of the directors as requested; there is no prohibition or impediment applicable to the Board of Directors to accede to all or part of the request; the Board of Directors should consider the requests on their merits, and decide on them according to pertinent considerations of the good of the Company.

After discussion, the Board of Directors resolved to appoint Mr. Shlomo Rodav and Mr. Doron Turgeman as directors, since in the opinion of the Board of Directors these appointments are for the good of the Company. As described in the section of the Articles quoted above, their term of office will be until the next General Meeting of the shareholders of the Company.

A short time after the Board resolution, and as described in the request of BCOM, letters of resignation from the Board of Directors of the Company were submitted to the Company by Mr. Shaul Elovitch and Mr. Or Elovitch.

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Bezeq The Israel Telecommunications Corporation Ltd.

(the "Company")

March 7, 2018

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: Decision of the Board of Bezeq Concerning Dividend Policy

An Immediate Report is hereby provided that at its meeting on March 6, 2018, the Company's Board of Directors decided to update the dividend distribution policy, whereby the Company will distribute to its shareholders, on a semi-annual basis, a dividend of 70% of the half-yearly profit (after tax) based on the Company's consolidated financial statements, commencing with the upcoming distribution. Implementation of the dividend distribution policy is subject to the provisions of the law, including distribution criteria stipulated in the Company's Law, 1999, and to the opinion of the Company's Board of Directors concerning the Company's ability to meet its existing and expected commitments, all subject to cash flow forecasts, the Company's requirements and commitments, its cash balances, its plans and situation as they shall be from time to time, and subject to approval of the shareholders' general meeting concerning each specific distribution, as stipulated in the Company's Articles of Association.

In accordance with the decision of the Company's Board of Directors, capital gains from the sale of the Sakia property (see the Company's Immediate Report dated January 8, 2018) ("Sakia Profits"), insofar as they shall be recognized in 2018, will not be distributed in 2018, unless the full consideration for the transaction is received in cash during the year. The Company's Board is entitled to decide on a dividend distribution for Sakia Profits at a later date based upon the circumstances and in accordance with the law.

Below is the reasoning of the Board for its decision:

The Board considers it important to maintain the balance between ensuring the Company's financial strength and stability, while retaining the Company's current debt rating (AA) over time, and continuing to provide value to its shareholders through an ongoing distribution of dividends.

The Company's Board was presented with an analysis and conclusions of the professional work carried out by Prof. Zvi Wiener and the team of Ascola-Variance. The Company's Board examined, among other factors, the forecasts of the Company and of the Group and assessed sensitivity tests in the event of an unexpected deterioration in the Company's and the Group's affairs. Taking this into account the Company's Board of Directors determined that this decision reflects the correct balance between these needs as described above.

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Bezeq The Israel Telecommunications Corporation Ltd.

(the “Company”)

March 7, 2018

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: Search and Appointment Process for Candidates for the Company’s Board of Directors

Further to various publications on this subject and questions addressed to the Company by shareholders concerning the search process for candidates to serve as directors, who will be proposed by the Company’s Board to the Company’s upcoming shareholders’ annual general meeting (“the General Meeting”), the Company believes it is proper to clarify matters and publish this Immediate Report about the process decided upon by the Board, which has been taking place over the last few weeks and which is not yet complete.

For the purposes of this process the Company’s Board has appointed a Board Committee whose members are the Interim Chairman of the Board, Mr. David Granot, and the external director Mr. Zeev Vurembrand (“the Appointments Committee”), whose job is to formulate criteria for searching for candidates to recommend to the Board, and following the search process a list of candidates to be proposed by the Board. The Appointments Committee has contracted with a professional company in this field, Emda Support & Management Building Ltd (the representatives of Korn Ferry in Israel), to provide support for the process of formulating criteria for the profile of directors that will be recommended and selection of candidates that will be proposed to the Board as its candidates.

It is the intention of the Board to propose to the upcoming General Meeting to appoint eight directors, in addition to the three external directors presently serving on the Company’s Board, so that the Board will have 11 directors in all. These eight candidates will include:

- One director from among the Company’s employees;
- One external director and two independent directors, who will be selected by the Company’s Board after receiving the recommendations of the Appointments Committee;
- Four “regular” directors (namely, who are not external directors and not necessarily independent) who will be proposed by the Company’s controlling shareholder and will be included in the list of proposed candidates, subject to review by the Appointments Committee that they comply with the said criteria.

The Board is working to complete the process as soon as possible. Convening of the General Meeting, following completion of this process, is expected for a date that will not be later than the end of March 2018.

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Bezeq The Israel Telecommunications Corporation Ltd.

(the “Company”)

March 7, 2018

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: **Letter from Entropy dated March 6, 2018**

Further to the Company’s Immediate Report dated February 7, 2018 concerning (among other items) a letter from Entropy Corporate Governance Consulting Ltd (“Entropy”) dated February 6, 2018 to Mr. David Granot, Interim Chairman of the Board, the Company reports that on March 6, 2018 Mr. Granot received a further letter from Entropy, which contained a demand to convene a shareholders’ special general meeting in accordance with the provisions of section 63(B) of the Companies Law, 1999 (“Companies Law”), on the agenda of which would be the appointment of 3 additional external directors to the Company, with appended a list of 6 candidates to be proposed to the general meeting (“the Letter”).

The Company is studying the letter, taking into consideration, among other factors, the provisions of the Communications Order (Bezeq and Broadcasts) (Determination of Vital Services Provided by “Bezeq” The Israel Telecommunication Corp Limited), 1997.

At the same time, the Company will inform Entropy that it must provide CVs and declarations of suitability and the lack of any connections signed by its proposed candidates, as required by the provisions of the Companies Law in order to convene a general meeting to appoint directors.

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