
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 March 2019

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., itself a subsidiary of the Registrant, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Immediate Report - Submission of a draft prospectus for the issuance and exchange of bonds; Increase in registered share capital.

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 28, 2019

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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99.1	<u>Report of Bezeq - The Israel Telecommunication Corp. Ltd., a controlled subsidiary of B Communications Ltd., itself a subsidiary of the Registrant, filed with the Israel Securities Authority and the Tel Aviv Stock Exchange - Immediate Report - Submission of a draft prospectus for the issuance and exchange of bonds; Increase in registered share capital.</u>
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Bezeq The Israel Telecommunications Corporation Ltd.

(the “Company”)

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: **Immediate Report - Submission of a draft prospectus for the issuance and exchange of bonds; Increase in registered share capital**

Tel Aviv, Israel - March 28, 2019 - Bezeq The Israel Telecommunication Corp., Ltd. (TASE: BEZQ), announced that the Company’s Board of Directors approved the filing of an application for a permit to publish a prospectus based on its financial statements as of December 31, 2018, together with a first draft of a prospectus that includes an option to execute an exchange offer for the Company’s traded debentures and to issue new debentures of the Company, in order to maintain the financial strength of the Company for the benefit of all long-term stakeholders.

Separately, the Company’s Board of Directors approved the convening of a general meeting for which the agenda will include the approval of the increase of the Company’s registered share capital by one billion shares of NIS 1 par value each, as a preliminary step towards a potential capital raising of up to NIS 2 billion through a rights offering, subject to the necessary decisions and approvals (including a permit pursuant to the Communications (Telecommunications and Broadcasts) Order (Determining the Essential Service Provided by Bezeq, the Israel Telecommunication Corp. Ltd.), 5757-1997, to obtain the necessary permits for the issuance of rights and decisions of the Company’s authorized organs).

In so far as it is implemented, the rights issuance process is expected to enable a faster reduction in debt, an improvement in coverage ratios, maintenance of a high credit rating, and financial flexibility for investment and operational activities, etc.

It should be emphasized that as of this date, the publication of a prospectus and the execution of funding has not yet been approved, and there is no certainty that capital or debt will be raised and at what timing, structure or terms.

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.