
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 May 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 exhibit is attached:

99.1 [B Communications Ltd., a subsidiary of Internet Gold, filed a petition against Internet Gold](#)

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: May 28, 2019

By /s/ Doron Turgeman
Doron Turgeman
Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

99.1 [B Communications Ltd., a subsidiary of Internet Gold, filed a petition against Internet Gold](#)

Re: B Communications Ltd., a subsidiary of Internet Gold, filed a petition against Internet Gold

Ramat Gan, Israel – **May 28, 2019** – Internet Gold-Golden Lines Ltd. (NASDAQ and TASE: IGLD) (the “Company” or “Internet Gold”).

B Communications Ltd. (“B Communications”) previously reported that on May 23, 2019, B Communications shareholders did not approve the proposal to increase B Communications registered capital from 50,000,000 to 150,000,000 ordinary shares (the “**Proposal**”).

The Company now reports that on May 27, 2019 B Communications filed a petition (the “**Petition**”) to the District Court in Tel Aviv-Jaffa (the “**Court**”) regarding the decision of the Company to vote against the Proposal. In the Petition B Communications claims that the Company’s voting against the Proposal was a violation of fairness duties of a controlling shareholder (by Israeli law perspective), and therefore requests the Court to allow it not to count the vote of the Company and to permit B Communications to declare that its shareholders, at the Extraordinary General Meeting on May 23, 2019, approved the Proposal by the requisite majority.

The Company is in the opinion that there is no basis for the claims of B Communications and intends to oppose the Petition.

Notes

The market, the regulatory environment and Bezeq’s specific situation continue to remain highly volatile.

In view of the latest developments, the Company wishes to clarify that it will also issue, in addition to the current reporting situation, reports according to the “Hybrid Disclosure Model” pursuant to the rules of the Israel Securities Authority

Forward-Looking Statements

This report 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, changes in the regulatory and legal compliance environments, the failure to manage growth and other risks detailed from time to time in B Communications’ 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. Stockholders and other 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.