

---

---

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15a-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Report on Form 6-K dated February 23, 2009

**Partner Communications Company Ltd.**  
(Translation of Registrant's Name Into English)

8 Amal Street  
Afeq Industrial Park  
Rosh Ha'ayin 48103  
Israel

---

(Address of Principal Executive Offices)

(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 whether the registrant by furnishing the  
information contained in this Form 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-\_\_\_\_)

**This Form 6-K is incorporated by reference into the Company's Registration Statement on Form F-3 filed with the Securities and Exchange Commission on December 26, 2001 (Registration No. 333-14222).**

Enclosure: Partner Communications Announces Dividend Distribution for Q4 2008.

---

---



partner communications

## **PARTNER COMMUNICATIONS ANNOUNCES DIVIDEND DISTRIBUTION FOR Q4 2008**

***Rosh Ha'ayin, Israel, February 23, 2009 – Partner Communications Company Ltd. (“Partner” or “the Company”) (NASDAQ and TASE: PTNR), a leading Israeli mobile communications operator, announced today that its Board of Directors approved the distribution of a cash dividend for the fourth quarter of 2008 in the amount of NIS 1.41 (37 US cents) per share, totaling approximately NIS 217 million (US\$ 57 million). The dividend is expected to be paid on April 1, 2009 to shareholders and ADS holders of record on March 18, 2009. The total dividend amount distributed with respect to 2008 is approximately NIS 841 million (US\$ 221 million), or NIS 5.45 per share, and represents approximately 80% of Partner’s annual net income for 2008. In addition, share purchases made by the Company between Q1 2008 and Q3 2008 under the Company’s share buy back plan distributed a further approximate NIS 351 million (US\$ 92 million) to shareholders. The total amount of cash distributed to shareholders with respect to 2008, either through dividends or share repurchases, was approximately NIS 1.2 billion (US\$ 314 million).***

The Board has reaffirmed the existing dividend policy, targeting an 80% payout ratio of annual net income for future quarters.

## **About Partner Communications**

Partner Communications Company Ltd. (“Partner”) is a leading Israeli mobile communications operator providing GSM / GPRS / UMTS / HSDPA services and wire free applications under the orange™ brand. The Company provides quality service and a range of features to 2.898 million subscribers in Israel (as of December 31, 2008). Partner’s ADSs are quoted on the NASDAQ Global Select Market™ and its shares are traded on the Tel Aviv Stock Exchange (NASDAQ and TASE: PTNR).

Partner is a subsidiary of Hutchison Telecommunications International Limited (“Hutchison Telecom”), a leading global provider of telecommunications services. Hutchison Telecom currently offers mobile and fixed line telecommunications services in Hong Kong, and operates mobile telecommunications services in Israel, Macau, Thailand, Sri Lanka, Vietnam and Indonesia. It was the first provider of 3G mobile services in Hong Kong and Israel and operates brands including “Hutch”, “3” and “orange”. Hutchison Telecom, a subsidiary of Hutchison Whampoa Limited, is a listed company with American Depository Shares quoted on the New York Stock Exchange under the ticker “HTX” and shares listed on the Stock Exchange of Hong Kong under the stock code “2332”. For more information about Hutchison Telecom, see [www.htil.com](http://www.htil.com).

For more information about Partner, see [http://www.orange.co.il/investor\\_site/](http://www.orange.co.il/investor_site/)

## **Forward-Looking Statements**

This press release includes forward-looking statements within the meaning of Section 27A of the US Securities Act of 1933, as amended, Section 21E of the US Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the US Private Securities Litigation Reform Act of 1995. Words such as “believe”, “anticipate”, “expect”, “intend”, “seek”, “will”, “plan”, “could”, “may”, “project”, “goal”, “target” and similar expressions often identify forward-looking statements but are not the only way we identify these statements. All statements other than statements of historical fact included in this press release regarding our future performance, plans to increase revenues or margins or preserve or expand market share in existing or new markets, reduce expenses and any statements regarding other future events or our future prospects, are forward-looking statements.

We have based these forward-looking statements on our current knowledge and our present beliefs and expectations regarding possible future events. These forward-looking statements are subject to risks, uncertainties and assumptions about Partner, the macro economic environment, consumer habits and preferences in cellular telephone usage, trends in the Israeli telecommunications industry in general and possible regulatory and legal developments. For a description of some of the risks we face, see "Item 3D. Key Information – Risk Factors", "Item 4. – Information on the Company", "Item 5. – Operating and Financial Review and Prospects" and "Item 8A. – Consolidated Financial Statements and Other Financial Information – Legal and Administrative Proceedings" in the form 20-F filed with the SEC on May 6, 2008. In light of these risks, uncertainties, assumptions, and the global recession and its possible impact on our business which is still unknown, the forward-looking events discussed in this press release might not occur, and actual results may differ materially from the results anticipated. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Contacts:**

Mr. Emanuel Avner  
Chief Financial Officer  
Tel: +972-54-7814951  
Fax: +972-54-7815961  
E-mail: [emanuel.avner@orange.co.il](mailto:emanuel.avner@orange.co.il)

Mr. Oded Degany  
V.P. Corporate Development, Strategy and IR  
Tel: +972-54-7814151  
Fax: +972-54-7814161  
E-mail: [oded.degany@orange.co.il](mailto:oded.degany@orange.co.il)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Partner Communications Company Ltd.

By: /s/ Emanuel Avner

---

Emanuel Avner  
Chief Financial Officer

Dated: February 23, 2009