SC 13D/A 1 d636370dsc13da.htm SCHEDULE 13D/A (AMENDMENT NO.7)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 7)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Partner Communications Company Ltd.

(Name of Issuer)

Ordinary Shares, par value NIS0.01 per share (Title of Class of Securities)

> 70211M109* (CUSIP Number)

Adam Chesnoff Saban Capital Group, Inc. 10100 Santa Monica Boulevard, Suite 2600 Los Angeles, CA 90067 (310) 557-5100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with a copy to:

David Eisman, Esq. Skadden, Arps, Slate, Meagher & Flom LLP 300 South Grand Avenue, Suite 3400 Los Angeles, CA 90071 (213) 687-5381

October 2, 2018 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. \square

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

* This CUSIP number applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing one Ordinary Share, par value NIS0.01 per share. No CUSIP number has been assigned to the Ordinary Shares.

CUSIP No. 70211M109 Page 2 of 11

1	NAME OF REPORTING PERSON:		
	S.	B. Israel Telecom Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
	(a) [□ (b) ⊠	
	~-~		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		
7	3001	ACE OF FUNDS.	
	N.	\mathbf{A}	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
	TO I	ΓEMS 2(d) OR 2(e): \square	
6	CITI	ZENSHIP OR PLACE OF ORGANIZATION:	
O	CITIZ	LENSHIP OR PLACE OF ORGANIZATION.	
	Is	rael	
	7.	SOLE VOTING POWER:	
NUMBER OF		0	
SHARES BENEFICIALI	8.	SHARED VOTING POWER:	
OWNED BY		40.962.900 (see Item 5)	
EACH		49,862,800 (see Item 5) SOLE DISPOSITIVE POWER:	
REPORTING PERSON	G '	SOLL DISTOSITIVE TO WER.	
WITH		0	
	10.	SHARED DISPOSITIVE POWER:	
		49,862,800 (see Item 5)	
11	AGG	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
	49	9,862,800 (see Item 5)	
12		CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
		RES: ⊠	
1.2			
13	PERC	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
	30	0.3%*	
14		E OF REPORTING PERSON:	
- •			
	C	0	

^{*} Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

CUSIP No. 70211M109 Page 3 of 11

1	NAME OF REPORTING PERSON:		
	SCG Communication Ventures LLC		
2		CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
	(a) [□ (b) ⊠	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		
	N.	A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
		FEMS 2(d) OR 2(e): \Box	
6	CITIZ	ZENSHIP OR PLACE OF ORGANIZATION:	
		elaware	
	7.	SOLE VOTING POWER:	
		0	
NUMBER OF SHARES		SHARED VOTING POWER:	
BENEFICIALI	8. X	SHARED VOTING POWER:	
OWNED BY		49,862,800 (see Item 5)	
EACH	, 9.	SOLE DISPOSITIVE POWER:	
REPORTING PERSON	j	SOLL BIOLOGITLE LOWER.	
WITH		0	
	10.	SHARED DISPOSITIVE POWER:	
		49,862,800 (see Item 5)	
11	AGG	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
	4.0	0.072.000 (Tr 5)	
10		9,862,800 (see Item 5)	
12		CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN RES: ⊠	
	OHIT	aco. e	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
	30	0.3%*	
14	TYPI	E OF REPORTING PERSON:	
	H	\mathbf{C}	

Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

CUSIP No. 70211M109 Page 4 of 11

1	NAME OF REPORTING PERSON:		
	Н	SAC Investments LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
	(a) [\square (b) \boxtimes	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		
	NA		
5		CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	
	101	TEMS 2(d) OR 2(e): \Box	
6	CITI	ZENSHIP OR PLACE OF ORGANIZATION:	
O	CITIZ	ELNOTH OR LEACE OF ORGANIZATION.	
	D	elaware	
	7.	SOLE VOTING POWER:	
NUMBER OF	F	0	
SHARES	8.	SHARED VOTING POWER:	
BENEFICIALI			
OWNED BY EACH		49,862,800 (see Item 5)	
REPORTING	9.	SOLE DISPOSITIVE POWER:	
PERSON			
WITH		0	
	10.	SHARED DISPOSITIVE POWER:	
		40.0<0.000 (1, 5)	
11	1.00	49,862,800 (see Item 5)	
11	AGG	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
	40	1962 900 (see Item 5)	
12		9,862,800 (see Item 5) CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
12		RES: ⊠	
13	PERO	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
	30	0.3%*	
14	TYPI	E OF REPORTING PERSON:	
	Н	C	

^{*} Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

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1	NAME OF REPORTING PERSON:		
	Saban Capital Group, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
	(a) \square (b) \boxtimes		
3	SEC USE ONLY		
	SEC OSE ONE!		
4	SOURCE OF FUNDS:		
	NA		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
	TO ITEMS 2(d) OR 2(e): \Box		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		
O	CITIZENSIIII ORTEACE OF ORGANIZATION.		
	Delaware		
	7. SOLE VOTING POWER:		
NUMBER OF	0		
SHARES BENEFICIALI	8. SHARED VOTING POWER:		
OWNED BY	49,862,800 (see Item 5)		
EACH REPORTING	9. SOLE DISPOSITIVE POWER:		
PERSON			
WITH	0		
	10. SHARED DISPOSITIVE POWER:		
	49,862,800 (see Item 5)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PER	SON:	
	49,862,800 (see Item 5)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTA SHARES: \boxtimes	.IN	
	SHAKES.		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
	30.3%*		
14	TYPE OF REPORTING PERSON:		
	CO		
	~ ~		

Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

CUSIP No. 70211M109 Page 6 of 11

1	NAME OF REPORTING PERSON:		
	SCG Investment Holdings Corp.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
	(a) [□ (b) ⊠	
3	SEC	USE ONLY	
3	ble	OSE OIVE I	
4	SOURCE OF FUNDS:		
	N	A	
5	NA CHECK DOV IE DISCLOSURE OF LEGAL PROCEEDINGS IS DECLUDED BURSHANT		
3	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): \Box		
6	CITI	ZENSHIP OR PLACE OF ORGANIZATION:	
	D	elaware	
	الا 7.	SOLE VOTING POWER:	
	/.	SOLE VOTING FOWER.	
NUMBER OI	7	0	
SHARES	8.	SHARED VOTING POWER:	
BENEFICIALI			
OWNED BY EACH		49,862,800 (see Item 5)	
REPORTING	9.	SOLE DISPOSITIVE POWER:	
PERSON			
WITH	10	0 SHARED DISPOSITIVE POWER:	
	10.	SHARED DISPOSITIVE POWER:	
		49,862,800 (see Item 5)	
11	AGC	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
		9,862,800 (see Item 5)	
12		CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN RES: ⊠	
	SIIA	NLD.	
13	PER	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
		0.3%*	
14	TYP	E OF REPORTING PERSON:	
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^{*} Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

CUSIP No. 70211M109 Page 7 of 11

1	NAME OF REPORTING PERSON:	
	Alpha Family Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
	(a) \square (b) \boxtimes	
3	SEC USE ONLY	
	GOVINGE OF EVINDS	
4	SOURCE OF FUNDS:	
	NA	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	
	TO ITEMS 2(d) OR 2(e): \Box	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
	California	
	7. SOLE VOTING POWER:	
	7. SOLL VOTINGTOWEK.	
NUMBER OI	7 0	
SHARES	8. SHARED VOTING POWER:	
BENEFICIALI OWNED BY		
EACH	47,002,000 (See Rein 3)	
REPORTING	9. SOLE DISPOSITIVE POWER:	
PERSON WITH		
	10. SHARED DISPOSITIVE POWER:	
	40.962.900 (see Item 5)	
11	49,862,800 (see Item 5) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
	AGGILGATIE AMOGINI BENEFICIALET OWNED BY EACH INC.	
	49,862,800 (see Item 5)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
	SHARES: ⊠	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
	20.20/*	
14	30.3%* TYPE OF REPORTING PERSON:	
17	THE OF REPORTING FERBON.	
	00	

^{*} Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

CUSIP No. 70211M109 Page 8 of 11

1	NAME OF REPORTING PERSON:		
	Haim Saban		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
	(a) \square (b) \boxtimes		
3	SEC USE ONLY		
	SEC COL CIVET		
4	SOURCE OF FUNDS:		
	NA		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
	TO ITEMS 2(d) OR 2(e): \Box		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		
O	CITIZENSIIII OKTEACE OF ORGANIZATION.		
	United States; Israel		
	7. SOLE VOTING POWER:		
NUMBER OI			
SHARES	8. SHARED VOTING POWER:		
BENEFICIALI	X		
OWNED BY	49,862,800 (see Item 5)		
EACH REPORTING	9. SOLE DISPOSITIVE POWER:		
PERSON			
WITH			
	10. SHARED DISPOSITIVE POWER:		
	10.000.000 (1, 5)		
	49,862,800 (see Item 5)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		
	49,862,800 (see Item 5)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN		
12	SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
	30.3%*		
14	TYPE OF REPORTING PERSON:		
	IN		
1	117		

Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

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1	NAME OF REPORTING PERSON:		
	Chawl Sahan		
2	Cheryl Saban CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
2	(a) [
	(a) L		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		
	N.T		
	NA		
5		CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	
	101	TEMS 2(d) OR 2(e): \Box	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		
	U	nited States	
	7.	SOLE VOTING POWER:	
NUMBER OF	7	0	
SHARES	8.	SHARED VOTING POWER:	
BENEFICIALL			
OWNED BY EACH		49,862,800 (see Item 5)	
REPORTING	9.	SOLE DISPOSITIVE POWER:	
PERSON			
WITH		0	
	10.	SHARED DISPOSITIVE POWER:	
		49,862,800 (see Item 5)	
11	AGG	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
	49	9,862,800 (see Item 5)	
12	CHE	CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
	SHA	RES: ⊠	
10	BEB		
13	PER	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
	3(0.3%*	
14		E OF REPORTING PERSON:	
- '			
	II	V	

^{*} Based on 164,754,047 Ordinary Shares outstanding as of September 12, 2018.

The statement on Schedule 13D filed on February 8, 2013, relating to ordinary shares, par value NIS 0.01 per share (the "Ordinary Shares"), of Partner Communications Company Ltd., a company organized under the laws of the State of Israel (the "Issuer"), (the "Original Filing," and as amended previously and by this Amendment No.7, the "Schedule 13D"), as previously amended by the amendment dated October 17, 2013 ("First Amendment"), the amendment dated December 23, 2013 (the "Second Amendment"), the amendment filed on May 20, 2014 (the "Third Amendment"), the amendment filed on October 19, 2015 (the "Fourth Amendment"), the amendment filed on June 12, 2017 (the "Fifth Amendment"), and the amendment filed on June 22, 2017 (the "Sixth Amendment") is hereby further amended as set forth below by this Amendment No. 7 (this "Amendment"). This Amendment supplements and amends the Schedule 13D to the extent specified herein. Capitalized terms used but not defined in this Amendment shall have the meaning given to them in the Original Filing as previously amended.

This Amendment is being filed jointly by the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this Amendment was filed as Exhibit 99.1 to the Original Filing.

Item 4 of Schedule 13D is amended by adding the following sentence at the end of Item 4:

As previously disclosed in the Schedule 13D, the Ordinary Shares held by S.B. Israel secure the Reporting Persons' obligations arising under the Notes due on January 29, 2020. The Reporting Persons have determined to commence discussions with lenders under the Notes regarding the terms of the Notes, and during the course of those discussions may make or consider plans or proposals that may directly or indirectly relate to or result in one or more of the effects described in Item 4 of Schedule 13D.

Item 7. Material to be Filed as Exhibits.

Item 7. Material to be Filed as Exhibits.

- Exhibit 99.1* Joint Filing Agreement, dated as of February 8, 2013, among the Reporting Persons.
- Exhibit 99.2* Assumption Agreement, dated as of November 30, 2012, by and between S.B. Israel Telecom Ltd. and Advent Investments Pte. Ltd.
- Exhibit 99.3* Amended and Restated Terms and Conditions of the Notes
- Exhibit 99.4* Share Purchase Agreement, dated as of November 30, 2012, by and between Scailex Corporation Ltd. and S.B. Israel Telecom Ltd.
- Exhibit 99.5* Share Purchase Agreement, dated as of January 23, 2013, by and between Leumi Partners Ltd. and S.B. Israel Telecom Ltd.
- Exhibit 99.7* Registration Rights Agreement dated as of October 17, 2013, by and between S.B. Israel Telecom Ltd. and Partner Communications Company Ltd.
- Exhibit 99.8* Agreement dated June 10, 2017 between S.B. Israel Telecom Ltd and Hermetic Trust, as the trustee of the Notes

^{*} previously filed

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: October 9, 2018

S.B. ISRAEL TELECOM LTD.

By: /s/ Adam Chesnoff

Name: Adam Chesnoff

Title: Director

SCG COMMUNICATION VENTURES LLC

By: /s/ Adam Chesnoff

Name: Adam Chesnoff Title: Managing Director

HSAC INVESTMENTS LP

By: /s/ Adam Chesnoff

Name: Adam Chesnoff

Title: President and Chief Operating Officer

of Saban Capital Group, Inc., the general partner of HSAC Investments

LP

SABAN CAPITAL GROUP, INC.

By: /s/ Adam Chesnoff

Name: Adam Chesnoff

Title: President and Chief Operating Officer

SCG INVESTMENT HOLDINGS CORP.

By: /s/ Adam Chesnoff

Name: Adam Chesnoff

Title: President and Chief Operating Officer

ALPHA FAMILY TRUST

By: /s/ Haim Saban

Name: Haim Saban Title: Co-Trustee

HAIM SABAN

/s/ Haim Saban

CHERYL SABAN

/s/ Cheryl Saban