

INTERNET GOLD GOLDEN LINES LTD  
Form 6-K  
February 28, 2011

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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 February 2011

INTERNET GOLD-GOLDEN LINES LTD.  
(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 52503, 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  T

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  T

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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INTERNET GOLD-GOLDEN LINES LTD.

The following exhibit is attached:

99.1 Internet Gold - Golden Lines Ltd. announces that the company completed a private placement of NIS 130 million of its Series C Debentures to a number of Israeli institutional investors.

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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/Eli Holtzman  
Eli Holtzman  
Chief Executive Officer

Date: February 28, 2011

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EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION  |
|-------------|--|
| 99.1        | Internet Gold - Golden Lines Ltd. announces that the company completed a private placement of its Series C Debentures to a number of Israeli institutional investors |