

INTERNET GOLD GOLDEN LINES LTD  
Form 6-K  
December 03, 2009

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**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 December 2009**

**INTERNET GOLD-GOLDEN LINES LTD.**

(Name of Registrant)

**1 Alexander Yanai Street Petach-Tikva, 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- \_\_\_\_\_

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Internet Gold-Golden Lines Ltd.

EXPLANATORY NOTE

The following exhibit is attached:

- 99.1 A slide presentation that will be provided to potential institutional investors in Israel in connection with a contemplated private placement of debentures, that will be issued as an extension of the Company's Series B debentures as filed with the Israel Securities Authority and the Tel Aviv Stock Exchange on December 3, 2009.
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SIGNATURES

Yes  No

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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: December 3, 2009

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EXHIBIT INDEX

EXHIBIT NO.    DESCRIPTION

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