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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 August 2019

B COMMUNICATIONS 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- \_\_\_\_\_

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B COMMUNICATIONS LTD.

EXPLANATORY NOTE

The following exhibit is attached:

- 99.1 [Expert opinion on the fairness and reasonableness of the Searchlight Transaction.](#)

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.

B COMMUNICATIONS LTD.  
(Registrant)

Date: August 1, 2019

By: /s/Ami Barlev  
Ami Barlev  
Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

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99.1 [Expert opinion on the fairness and reasonableness of the Searchlight Transaction.](#)



**B Communications Limited**  
**("The Company")**

August 1, 2019

Dear Sir or Madam,

**Re: Expert opinion on the fairness and reasonableness of the Searchlight Transaction**

Ramat Gan, Israel - **August 1, 2019** - The Company (NASDAQ Global Select Market and TASE: BCOM) announces that during the past month "Fair Value", a leading company that specializes in professional valuations and complex economic consulting work, prepared an expert opinion on the fairness and reasonableness of the Company's debt settlement by carrying out the Searchlight transaction.

The opinion was carried out from the financial point of view of the minority shareholders in Bcom, and was carried out at the request of the Company and "Entropy Economic Research Services" (an Israeli Company which provides consulting and voting consultancy to shareholders of Bcom at general meetings and in particular in respect of the Searchlight transaction).

As part of its work, "Fair Value" widely reviewed the transaction, examined data of the Group, immediate Reports, forecasts and estimates received from the Company's Management and other financial information that it received.

Among other things, "Fair Value" noted that according to the calculation it made, it emerges that based upon the average economic NAV and the NAV at date of signature of the settlement, there should be an improvement in the situation of Bcom's minority shareholders as a result of approval of the settlement and the Searchlight transaction.

**In conclusion, Fair Value determined that the Company's proposed debt settlement and the Searchlight transaction are fair and reasonable from the point of view of the Company's minority shareholders.**

Yours sincerely,

B Communications Limited