
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 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- _____

B COMMUNICATIONS LTD.

EXPLANATORY NOTE

The following exhibit is attached:

- 99.1 [Report of Bezeq - The Israel Telecommunication Corp. Ltd., a subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange \(“Possibility of a Private Placement of Bezeq’s Debentures \(Series 11\) for Institutional Investors by way of Series Expansion \(Israel\)”](#)

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)

By /s/ Ami Barlev
Ami Barlev
Chief Executive Officer

Date: December 9, 2019

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

99.1 [A report of Bezeq - The Israel Telecommunication Corp. Ltd., a subsidiary of B Communications Ltd., filed with the Israel Securities Authority and the Tel Aviv Stock Exchange \("Possibility of a Private Placement of Bezeq's Debentures \(Series 11\) for Institutional Investors by way of Series Expansion \(Israel\)"\)](#)



Bezeq The Israel Telecommunications Corporation Ltd.

("Bezeq")

December 9, 2019

To:
Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: Possibility of a Private Placement of Bezeq's Debentures (Series 11) for Institutional Investors by way of Series Expansion (Israel)

Bezeq reports that it is considering a private placement by expanding its Debentures (Series 11), currently traded on the TACT Institutional System of the Tel Aviv Stock Exchange Ltd. ("TASE")

The private placement, if and to the extent executed, will be subject to a number of conditions as detailed in the deed of trust, which include without limitation, obtaining the approval of the TASE for listing of the additional Debentures (Series 11) on the TACT Institutional System, and that the issuance will not cause a rating downgrade of the Debentures (Series 11).

As of this date, there is no certainty regarding the launch of the private offering, its timing, its scope and its terms. This Bezeq report does not constitute an offer to the public to sell or purchase Bezeq's securities.

Sincerely,
Bezeq Israel Telecommunications Corporation Ltd.

The above information constitutes a summary and translation of the Report published by Bezeq. The Hebrew version was submitted by Bezeq to the relevant authorities pursuant to Israeli law, and represents the binding version and the only one having legal effect. This translation was prepared for convenience purposes only.