
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 \("Immediate Report - Private Placement of Debentures \(Series 11\) Through Expansion of the Series"\)](#).

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 15, 2019

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

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 \("Immediate Report - Private Placement of Debentures \(Series 11\) Through Expansion of the Series"\)](#)



Bezeq The Israel Telecommunications Corporation Ltd.

(“Bezeq” or “Company”)

To:

Israel Securities Authority
Tel Aviv Stock Exchange Ltd.

Re: Immediate Report - Private Placement of Debentures (Series 11) Through Expansion of the Series

The Company announces that further to its Immediate Report dated December 9, 2019 concerning a private placement of the Company’s Debentures (Series 11) that are traded on the “TACT Institutional” system of the Tel-Aviv Stock Exchange Ltd (“TASE”) to institutional investors (in their meaning in the TASE regulations), on December 12, 2019 requests were received from institutional investors to buy par value NIS 340 million of Debentures (Series 11), of which the Company decided to accept orders to issue 174,969,000 registered Debentures (Series 11) of par value NIS 1 each, unlinked (principal and interest) to any index (“the Private Placement”), for consideration in cash of NIS 1.018 for each NIS 1 par value Of the Debentures (Series 11) for overall consideration of NIS 178,118,442.

The Private Placement is subject to fulfillment of all the contingent conditions stipulated in the offering form that the Offerees signed, and inter alia, approval of the TASE to register the Debentures (Series 11) to be added for trading on the “TACT Institutional” system, confirmations of the qualified companies in accordance with the terms of the trust deeds of Debentures (Series 11) dated July 10, 2019 (ref. no. 2019-01-059427) (“Trust Deed”), and fulfillment of the rest of the terms of the Trust Deed in respect of expansion of the series. It should be noted that the Company complies with the provisions of the Trust Deed in respect of expansion of the series.

Debentures (Series 11) in circulation at the date of this report were first offered in a private placement to institutional investors (for additional information, see the Immediate Report dated July 10, 2019, ref. no. 2019-01-059376) in accordance with the provisions of the Trust Deed.

As of this date, the total par value of the Debentures (Series 11) in circulation is par value NIS 427,891,000, and after completion of the Private Placement, the total par value of Debentures (Series 11) will be par value NIS 602,860,000.

On December 10, 2019 Midroog Ltd. announced a rating of Aa2.il with a negative outlook, and S&P Global Ratings Maalot Ltd announced a rating of iAA-/Negative for the Debentures (Series 11) that will be issued in the Private Placement in the amount of par value NIS 250 million by way of expansion of the Debentures (Series 11), and they left unchanged the existing rating of the Debentures (Series 11), in accordance with the terms of the Trust Deed (for further details see the Company’s Immediate Reports dated December 10, 2019, ref. nos. 2019-01-119932 and 2019-01-119938, respectively).

The additional Debentures (Series 11) that will be issued to the Offerees will be equal in all their terms and rights in all respects to the existing Debentures (Series 11) and will be deemed a single series in all respects together with the Debentures (Series 11) issued in the Private Placement and registered on the TACT Institutional system. The Trust Deed will apply to the additional Debentures (Series 11), and from their issue they shall be equal to the existing Debentures (Series 11). The additional Debentures (Series 11) will be recorded on the Company’s securities register in the name of the registration company.

The additional Debentures (Series 11) will be registered for trading on the TACT Institutional system of the TASE as stated. It should be noted that it is the Company’s intention to act to register the Company’s Debentures (Series 11) for trading on the TASE’s main board, subject to the provisions of the law, publication of a prospectus and receipt of the required permits for the purpose.

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.