
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of **March 2020**

Commission File Number: 001-33773

B COMMUNICATIONS LTD.

(Translation of registrant's name into English)

2 Dov Friedman Street, Ramat Gan 5250301, Israel
(Address of principal executive offices)

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):

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Settlement of Class Action in New York

On March 4, 2020, B Communications Ltd. (the “**Company**”) announced that it had entered into an agreement for the settlement of a class action lawsuit against the Company, which had been brought in U.S. federal court in New York. The settlement agreement is subject to court approval.

A copy of the press release announcing the settlement is furnished as Exhibit 99.1 to this Report of Foreign Private Issuer on Form 6-K.

SIGNATURES

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.

Date: March 4, 2020

By: /s/ Tomer Raved

Name: Tomer Raved

Title: Chief Executive Officer

EXHIBIT INDEX

The following exhibit is furnished as part of this Form 6-K:

Exhibit	Description
99.1	Press release issued by B Communications Ltd. on March 4, 2020.

Ramat Gan, Israel – March 4, 2020 – B Communications Ltd. (the “**Company**”) (NASDAQ Global Select Market and TASE: BCOM) today announced that it entered into an agreement to settle the class action pending in the United States District Court for the Southern District of New York entitled *Rex & Roberta Ling Living Trust v. B Communications Ltd.*, 1:17-cv-04937 (JPO) (S.D.N.Y.), that was commenced on June 29, 2017. Under the terms of the proposed settlement, the Company will pay \$1.2 million and will be released from any and all claims related to the class action by both the named plaintiffs as well as all members of the settlement class, with no admission of liability or any form of wrongdoing whatsoever. The settlement, which allows the Company to avoid the resource demands and uncertainty of litigation, will fund claims submitted by members of the plaintiff settlement class and will also fund the legal fees of plaintiffs' counsel and the costs of administering the settlement, in each case in amounts to be determined by the Court. The proposed settlement is subject to preliminary and final Court approval. Final Court approval of the settlement is expected in 2020, but could be delayed by appeals or other proceedings.

Forward-Looking Statements

This report contains forward-looking statements that are subject to risks and uncertainties. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, general business conditions in the industry, changes in the regulatory and legal compliance environments, the failure to manage growth and other risks detailed from time to time in B Communications' filings with the Securities Exchange Commission. These documents contain and identify other important factors that could cause actual results to differ materially from those contained in our projections or forward-looking statements. Shareholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statement.