
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 February 2016

INTERNET GOLD-GOLDEN LINES 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- _____

EXPLANATORY NOTE

The following exhibit is attached:

EXHIBIT NO.	DESCRIPTION
99.1	Midroog Ltd. Raised the Local Rating for Internet Gold's Series C and D Debentures from Baa1.il to A3.il.
99.2	Midroog Ltd. Raised the Local Rating for B Communications' Series B Debentures from A1.il to Aa3.il with a Stable Outlook.

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.

INTERNET GOLD-GOLDEN LINES LTD.
(Registrant)

By /s/ Doron Turgeman
Doron Turgeman
Chief Executive Officer

Date: February 9, 2016

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**Midroog Ltd. Raised the Local Rating for Internet Gold's Series C and D Debentures
from Baa1.il to A3.il**

Ramat Gan, Israel – February 9, 2016 - Internet Gold - Golden Lines Ltd. (NASDAQ Global Market and TASE: IGLD) today announced that Midroog Ltd., an Israeli rating company affiliated with Moody's ("Midroog") has raised the local rating of its Series C and D Debentures from Baa1.il to A3.il, with a stable outlook.

Commenting on the news, Mr. Doron Turgeman, the Company's CEO stated, "We are very pleased with Midroog's announcement. Our debt structure has significantly improved as indicated in the rating report, which speaks for itself. In the quarters ahead, we will continue our efforts to strengthen our financial stability and liquidity in order to improve our debt and equity positions."

The following is a summary of primary considerations for the rating, as indicated by Midroog:

- A. The rating reflects the anticipated improvement to the Company's liquidity profile in light of projected dividends from its subsidiary, as reflected in the debt servicing ratios with respect to the new rating, which are expected to range between 0.8 to 2.4 in the short and medium term.
 - B. The significant improvement in the Company's financial leverage in light of the significant increase in the value of B Communications Ltd. shares, which support the Company's financial flexibility. Midroog also noted the anticipated improvement in the coverage ratios as a result of the sale by B Communications Ltd. of 4.2% of the shares of Bezeq and the significant decrease in the net financial debt of B Communications. Midroog estimates that the expanded net debt to EBITDA coverage ratios are expected to range between 3.8 to 4.0.
 - C. The starting point for the new rating is the debt rating of Bezeq. Such rating is supported by the strength of the business and financial profile of Bezeq (Aa2 with a stable outlook), which is the leading and largest communications group in Israel, with the largest and most advanced communications infrastructure in Israel.
 - D. Under its base scenario, an improvement occurred in the dividend distribution potential of B Communications in light of its existing and projected substantial liquidity balances. In addition, B Communications' ability to increase its dividends to its shareholders has become more certain in light of the positive aggregate net profit in the last eight quarters, which allows B Communications to distribute a more substantial part from its unrestricted cash.
 - E. Internet Gold has a repayment schedule that is divided in a relatively comfortable manner, and together with the dividend assumptions, under Midroog's base scenario for each of the companies in the group, the debt servicing ratios, including a liquidity cushion in Internet Gold in the medium term, are expected to range between 1.4 to 2.7. Midroog also indicated that the current leverage level is still unsteady and may affect the financial flexibility of Internet Gold.
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The above description of Midroog's report is only a short summary of the main points and it should not be relied upon as a complete description of the full report. The full and report can be viewed at <http://maya.tase.co.il>.

About Internet Gold

Internet Gold is a telecommunications-oriented holding company which is a controlled subsidiary of Eurocom Communications Ltd. Internet Gold's primary holding is its controlling interest in B Communications Ltd. (TASE and Nasdaq: BCOM), which in turn holds the controlling interest in Bezeq, The Israel Telecommunication Corp., Israel's largest telecommunications provider (TASE: BEZQ). Internet Gold's shares are traded on NASDAQ and the TASE under the symbol IGLD. For more information, please visit the following Internet sites:

www.igld.com
www.bcommunications.co.il
www.ir.bezeq.co.il

Forward-Looking Statements

This press release 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. Stockholders 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.

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**Midroog Ltd. Raised the Local Rating for B Communications' Series B Debentures
from A1.il to Aa3.il with a Stable Outlook**

Ramat Gan, Israel – February 9, 2016 - B Communications Ltd. (NASDAQ Global Select Market and TASE: BCOM) (the “**Company**”) announced today that Midroog Ltd., an Israeli rating company affiliated with Moody’s (“**Midroog**”), has raised the local rating of its Series B Debentures from A1.il to Aa3.il, while maintaining a stable outlook.

Commenting on the news, Mr. Doron Turgeman, the Company’s CEO stated, “We are very pleased with Midroog's announcement, and very proud to become part of Israel's AA issuers group. During the last 24 months we improved our financial position significantly, and market's yields as well as Midroog rating report and the "notch up" received, speaks for themselves. With 25.7% LTV ratio and a very strong credit profile we are moving forward to our new era”.

The following is a summary of primary considerations for the rating, as indicated by Midroog:

1. The rating increase reflects the significant improvement in the Company’s liquidity cushion following the sale of about 4.2% of the shares of Bezeq (with proceeds of approximately NIS 982 million) and a significant decrease in the Company’s net financial debt. Midroog noted the significant improvement in the Company’s debt service ratios, its leverage ratios (LTV - in addition to the increase in the value of Bezeq) and expanded coverage ratios.
 2. The rating is supported by the strength of the business and financial profile of Bezeq (Aa2 with a stable outlook), the largest and leading communications group in Israel, with the largest and most advanced communications infrastructure in Israel. The gap between the rating of the debentures of the Company and the rating of the debentures of Bezeq reflect the additional credit risk, arising from the deferred debt in the Company compared to the debt of Bezeq. In reaching its determination, Midroog examined the Company’s ability to service its debt, which is dependent on the Company’s holdings of f Bezeq shares and the dividends expected to be received from them, while taking into account the debt servicing ratios, the cash flow coverage ratios, the levels of leverage, liquidity and financial flexibility of the Company.
 3. Midroog estimates that Bezeq will continue to generate strong cash flows and profit, and distribute substantial dividends in the short and medium terms, in a manner supporting the Company’s debt service ratios during that period of time. In accordance with Midroog's base scenario regarding the dividends expected from Bezeq and the pro-forma liquidity cushion after the sale of the shares in each of the levels, the Company’s debt service ratios are expected to fluctuate in the short and medium terms between 4.3 and 5.7.
 4. Midroog stated that the Company has a security cushion in the form of a level of liquidity that is clearly favorable. In Midroog’s estimate, the Company has a relatively comfortable debt structure, providing the Company with the ability to repay its liabilities from its business activity and from the liquidity balances in its possession in upcoming years, without being required to refinance its outstanding debt.
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5. Midroog also stated that there was a significant improvement in the Company's leverage ratios in light of the significant increase in the market value of the Company's Bezeq shares and a significant decrease in its net debt. These contributed to a decrease in the Company's leverage, which is expressed in LTV (MTM) on a spot basis of about 25.7% and the projected expanded coverage ratios, which are expected to range between 3.5 to 3.9.

The stable rating outlook reflects the Company's improved liquidity level and Midroog's estimate of stability in the debt servicing ratios in the short and medium terms.

The above description of Midroog's report is only a short summary of the main points and it should not be relied upon as a complete description of the full report. The full and report can be viewed at <http://maya.tase.co.il>.

About B Communications Ltd.

B Communications is a holding company with a controlling interest in Israel's largest telecommunications provider, Bezeq, The Israel Telecommunication Corp., Ltd. (TASE: BEZQ). B Communications shares are traded on NASDAQ and the TASE under the symbol "BCOM." For more information please visit the following Internet sites:

www.bcommunications.co.il
www.ir.bezeq.co.il
www.eurocom.co.il
www.igld.com

Forward-Looking Statements

This press release 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. Stockholders 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.

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