

PARTNER COMMUNICATIONS CO LTD

Form 6-K

December 01, 2011

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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 15a-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated

December 1, 2011

Partner Communications Company Ltd.  
(Translation of Registrant's Name Into English)

8 Amal Street  
Afeq Industrial Park  
Rosh Ha'ayin 48103  
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 whether the registrant by furnishing the  
information contained in this Form 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- )

This Form 6-K is incorporated by reference into the Company's Registration Statements on Form S-8 filed with the  
Securities and Exchange Commission on December 4, 2002 (Registration No. 333-101652), September 5, 2006  
(Registration No. 333-137102) and on September 11, 2008 (Registration No. 333-153419)

Enclosure: Partner Communications announces receiving a motion to approve a derivative claim



PARTNER COMMUNICATIONS ANNOUNCES  
RECEIVING A MOTION TO APPROVE A DERIVATIVE  
CLAIM

ROSH HA'AYIN, Israel, December 1, 2011 - Partner Communications Company Ltd. ("Partner" or the "Company") (NASDAQ and TASE: PTNR), a leading Israeli communications operator, announces that it was served with a motion to approve the filing of a derivative claim ("the Motion") and a copy of the derivative claim (the "Claim"), which were filed in the Economic Division of the Tel Aviv-Jaffa District Court on November 24, 2011 by a person who claims to hold 100 shares of the Company (the "Applicant").

In the Motion, the District Court was requested to approve the filing of a derivative claim against the following directors: Mr. Ilan Ben-Dov (as the controlling shareholder and as a director), Dr. Michael Anghel, Mr. Barry Ben-Zeev, Mr. Avraham Zeldman, Mr. Yaron Bloch, Mr. Yacov Gelbard, Mr. Erez Gissin, Dr. Shlomo Nass, Ms. Osnat Ronen and Mr. Yahel Shachar.

The Claim alleges, inter alia, that the said directors breached their duty of care towards the Company by resolving to raise capital through notes and by approving dividend distributions, in order to assist the parent company in repayment of the financing it undertook to acquire the controlling stake in the Company, all of which were not in the Company's best interest. The Applicant alleges that due to the breach of the duty of care, the Company suffered the following damages: finance expenses in connection with the issuance of the notes in the amount of NIS 653 million and the inability to deduct these finance expenses from taxation in the amount of NIS 150 million. The Applicant alleges that the directors should be liable for these damages.

The Claim further alleges, that the controlling shareholder of the Company, Mr. Ilan Ben-Dov, also breached his duty of loyalty and duty of fairness towards the Company and that due to the said breach the Company suffered damages in connection with the extraordinary dividend distribution in the amount of NIS 624 million. The Applicant alleges that Mr. Ilan Ben-Dov should be liable for these damages.

At this preliminary stage, the Company is examining the Motion and will submit its response to the Court.

In addition, the Company announces that its directors received a letter from a company claiming to be a shareholder of the Company, in which a change was requested with respect to the dividend distribution resolution announced by the Company on November 23, 2011, alleging that the resolution was flawed. The Company is examining the letter.

#### Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the US Securities Act of 1933, as amended, Section 21E of the US Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the US Private Securities Litigation Reform Act of 1995. Words such as "believe", "anticipate", "expect", "intend", "seek", "will", "plan", "could", "may", "project", "goal", "target" and similar expressions often identify forward-looking statements but are not the only way we identify these statements. All statements other than statements of historical fact included in this press release regarding our future performance, plans to increase revenues or margins or preserve or expand market share in existing or new markets, reduce expenses and any statements regarding other future events or our future prospects, are forward-looking statements.

We have based these forward-looking statements on our current knowledge and our present beliefs and expectations regarding possible future events. These forward-looking statements are subject to risks, uncertainties and assumptions about Partner, consumer habits and preferences in cellular telephone usage, trends in the Israeli telecommunications industry in general, the impact of current global economic conditions and possible regulatory and legal developments. For a description of some of the risks we face, see "Item 3D. Key Information - Risk Factors", "Item 4. - Information on the Company", "Item 5. - Operating and Financial Review and Prospects", "Item 8A. - Consolidated Financial Statements and Other Financial Information - Legal and Administrative Proceedings" and "Item 11. - Quantitative and Qualitative Disclosures about Market Risk" in the Company's 2010 Annual Report (20-F) filed with the SEC on March 21, 2011. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this press release might not occur, and actual results may differ materially from the results anticipated. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### About Partner Communications

Partner Communications Company Ltd. ("Partner") is a leading Israeli provider of telecommunications services (cellular, fixed-line telephony and internet services) under the orange™ brand. The Company provides mobile communications services to over 3 million subscribers in Israel. Partner's ADSs are quoted on the NASDAQ Global Select Market™ and its shares are traded on the Tel Aviv Stock Exchange (NASDAQ and TASE: PTNR).

Partner is an approximately 45%-owned subsidiary of Scailex Corporation Ltd. ("Scailex"). Scailex's shares are traded on the Tel Aviv Stock Exchange under the symbol SCIX and are quoted on "Pink Quote" under the symbol SCIXF.PK. Scailex currently operates in two major domains of activity in addition to its holding in Partner: (1) the sole import, distribution and maintenance of Samsung mobile handset and accessories products primarily to the three major cellular operators in Israel and (2) management of its financial assets.

For more information about Scailex, see <http://www.scailex.com>.

For more information about Partner, see [http://www.orange.co.il/investor\\_site](http://www.orange.co.il/investor_site).

About 012 Smile Telecom Ltd.

012 Smile is a wholly owned subsidiary of Partner Communications which provides international long distance services, internet services and local telecommunication fixed-line services (including telephony services using VOB) under the 012 Smile brand. The completion of the purchase of 012 Smile by Partner Communications took place on March 3, 2011. For further details see the press release dated March 3, 2011.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Partner Communications Company Ltd.

By: /s/ Ziv Leitman  
Name: Ziv Leitman  
Title: Chief Financial Officer

Dated: December 1, 2011

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