

PARTNER COMMUNICATIONS CO LTD

Form 6-K

February 01, 2012

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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

February 1, 2012

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 reports that its controlling shareholder filed an immediate report



PARTNER COMMUNICATIONS REPORTS THAT ITS  
CONTROLLING SHAREHOLDER FILED AN  
IMMEDIATE REPORT

ROSH HA'AYIN, Israel, February 1, 2012 - Partner Communications Company Ltd. ("Partner" or "the Company") (NASDAQ and TASE: PTNR), a leading Israeli communications operator, reports today that its controlling shareholder, Scailex Corporation Ltd. ("Scailex"), filed on February 1, 2012 an immediate report. It should be noted that as of the date of this press release, the Company is not a party to the negotiations and to the procedure detailed in the said immediate report.

For Scailex's full immediate report, see: [http://maya.tase.co.il/bursa/report.asp?report\\_cd=711745](http://maya.tase.co.il/bursa/report.asp?report_cd=711745) or its informal English translation attached to our Form 6-k to be furnished to the Securities and Exchange Commission later on today.

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 major cellular operators in Israel (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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Scailex Corporation Ltd.

("Scailex" or "the Company")

48 Ben Zion Galis St., Petach Tikva 49277

Tel: 03-9057730 Fax: 03-9300424

February 1, 2012

To  
Israel Securities Authority  
22 Kanfei Nesharim St.  
Jerusalem 95464  
(Via Magna)

To  
Tel-Aviv Stock Exchange  
54 Ahad Ha'am St.  
Tel-Aviv 65202  
(Via Magna)

Dear Sir/Madam,

Re: Immediate Report

Following an immediate report filed by the Company on December 25, 2011, (reference number 2011-01-373212; hereby incorporated by reference) the Company hereby reports that on February 1, 2012, the Company's Board of Directors resolved to appoint two of the worldwide leading investment banks-Deutsche Bank and Lazard Freres, to advise the Company, to offer potential purchasers and to formulate a layout in any transaction regarding Scailex itself and/or Scailex's holding in Partner Communications Company Ltd. ("Partner") and the joining of a significant partner to Partner, including the possibility of transforming Partner or Scailex into a private company, all this including in connection with the layout, the business plan, the financing and the identification of partners to the said transaction. In the framework of the engagement, Deutsche Bank has confirmed that it will be able to supply a credit line of up to 1 Billion Dollars with respect to the transaction, subject to certain conditions.

As of the date of this immediate report, the Company holds approximately 44.5% of the issued and outstanding shares of Partner of which approximately 16.6% are not pledged, and together with its controlling company, Suny Electronics Ltd., holds approximately 45.9% of the issued and outstanding shares of Partner.

The information contained in this immediate report includes forward looking information as defined in the Israeli Securities Law of 1968. There is no certainty that the Company will sell a portion of its holding in Partner and/or perform any transaction and also there is no certainty whatsoever regarding the potential layout of the said transaction, since these are contingent upon external factors which are beyond the Company's control, including the consent of third parties, market conditions, offers to be received by the Company and its terms, the identity of the offerers and the worthiness of those offers to the Company. In addition, there is no certainty that the terms under which Deutsche Bank will supply the said credit will be fulfilled.

Yours Sincerely,

Scailex Corporation Ltd.

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: February 1, 2012

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