

INTERNET GOLD GOLDEN LINES LTD  
Form SC 13D/A  
December 28, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
Amendment No. 10

Under the Securities Exchange Act of 1934

Internet Gold - Golden Lines Ltd.  
(Name of Issuer)

Ordinary Shares, NIS 0.01 Par Value per Share  
(Title of Class of Securities)

M 56595 10 7  
(CUSIP Number)

Steven J. Glusband  
Carter Ledyard & Milburn LLP  
2 Wall Street, New York, New York 10005  
(212) 238-8605  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

December 26, 2010  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. M 56595 10 7

- 1 NAME OF REPORTING PERSON: Eurocom Communications Ltd.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)  x  
(b)  o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e):  o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- |   |    |  |
|---|----|--|
| NUMBER OF<br>SHARES                                       | 7  | SOLE VOTING POWER: -0-                                   |
| BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH | 8  | SHARED VOTING POWER: 14,159,328 Ordinary Shares*         |
|   | 9  | SOLE DISPOSITIVE POWER: -0-                              |
|   | 10 | SHARED DISPOSITIVE POWER: 14,159,328 Ordinary<br>Shares* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
14,159,328 Ordinary Shares\*
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 73.84%\*\*
- 14 TYPE OF REPORTING PERSON: CO

\* Mr. Shaul Elovitch, Mr. Yossef Elovitch, Eurocom Communications Ltd, or Eurocom Communications, Eurocom Holdings (1979) Ltd., or Eurocom Holdings, Eurocom Communication Holdings 2005 Ltd., Eurocom Technologies Management (2005) Ltd., Eurocom Assets Ltd. and Eurocom Assets Holdings Ltd. are the beneficial owners of 14,159,328 ordinary shares of the Issuer that are held directly by Eurocom Communications. Mr. Shaul Elovitch and his brother, Mr. Yossef Elovitch, own 80% and 20%, respectively, of Eurocom Holdings. (Mr. Shaul Elovitch and Mr. Yossef Elovitch own 75% and 25%, respectively, of Eurocom Holdings' management shares). Eurocom Communications is 50.33% owned by Eurocom Holdings and 49% of its shares are held by four holding companies (Eurocom Communication Holdings 2005 Ltd., Eurocom Technologies Management (2005) Ltd., Eurocom Assets Ltd. and Eurocom Assets Holdings Ltd.). The four holding companies are 80% owned by Mr. Shaul Elovitch and 20% owned by Mr. Yossef Elovitch, respectively. Therefore Eurocom Holdings., Eurocom Communication Holdings 2005 Ltd., Eurocom Technologies Management (2005) Ltd., Eurocom Assets Ltd. and Eurocom Assets Holdings Ltd.,

together, hold 99.33% of Eurocom Communications. The remaining 0.67% in Eurocom Communications is directly owned by Mr. Shaul Elovitch. Accordingly, Mr. Shaul Elovitch may be deemed to have the sole voting and dispositive power as to the ordinary shares of the Issuer held of record by Eurocom Communications.

\*\* Based on 19,176,151 Ordinary Shares that the Issuer advised were issued and outstanding (which excludes 5,862,615 Ordinary Shares held as treasury stock) as of December 26, 2010.

CUSIP No. M 56595 10 7

1 NAME OF REPORTING PERSON: Eurocom Communication Holdings 2005 Ltd.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)  x  
(b)  o

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e):  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel

NUMBER OF SHARES	7	SOLE VOTING POWER: -0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER: 14,159,328 Ordinary Shares*
	9	SOLE DISPOSITIVE POWER: -0-
	10	SHARED DISPOSITIVE POWER: 14,159,328 Ordinary Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
14,159,328 Ordinary Shares\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 73.84%\*\*

14 TYPE OF REPORTING PERSON: CO

\* Mr. Shaul Elovitch, Mr. Yossef Elovitch, Eurocom Communications, Eurocom Holdings, Eurocom Communication Holdings 2005 Ltd., Eurocom Technologies Management (2005) Ltd., Eurocom Assets Ltd. and Eurocom Assets Holdings Ltd. are the beneficial owners of 14,159,328 ordinary shares of the Issuer that are held directly by Eurocom Communications. Mr. Shaul Elovitch and his brother, Mr. Yossef Elovitch, own 80% and 20%, respectively, of Eurocom Holdings. (Mr. Shaul Elovitch and Mr. Yossef Elovitch own 75% and 25%, respectively, of Eurocom Holdings' management shares). Eurocom Communications is 50.33% owned by Eurocom Holdings and 49% of its shares are held by four holding companies (Eurocom Communication Holdings 2005 Ltd., Eurocom Technologies Management (2005) Ltd., Eurocom Assets Ltd. and Eurocom Assets Holdings Ltd.). The four holding companies are 80% owned by Mr. Shaul Elovitch and 20% owned by Mr. Yossef Elovitch, respectively. Therefore Eurocom Holdings., Eurocom Communication Holdings 2005 Ltd., Eurocom Technologies Management (2005) Ltd., Eurocom Assets Ltd. and Eurocom Assets Holdings Ltd., together, hold 99.33% of Eurocom Communications. The remaining 0.67% in Eurocom Communications is directly owned by Mr. Shaul Elovitch. Accordingly, Mr. Shaul Elovitch may

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CUSIP No. M 56595 10 7

1 NAME OF REPORTING PERSON: Eurocom Technologies Management (2005) Ltd. I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)  x  
(b)  o

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e):  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel

NUMBER OF SHARES	7	SOLE VOTING POWER: -0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER: 14,159,328 Ordinary Shares*
	9	SOLE DISPOSITIVE POWER: -0-
	10	SHARED DISPOSITIVE POWER: 14,159,328 Ordinary Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
14,159,328 Ordinary Shares\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 73.84%\*\*

14 TYPE OF REPORTING PERSON: CO

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be deemed to have the sole voting and dispositive power as to the ordinary shares of the Issuer held of record by Eurocom Communications.

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CUSIP No. M 56595 10 7

- 1 NAME OF REPORTING PERSON: Eurocom Assets Ltd.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)  x  
(b)  o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e):  o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- |               |    |  |
|---------------|----|--|
| NUMBER OF     | 7  | SOLE VOTING POWER: -0-                                   |
| SHARES        |    |  |
| BENEFICIALLY  | 8  | SHARED VOTING POWER: 14,159,328 Ordinary Shares*         |
| OWNED BY EACH |    |  |
| REPORTING     | 9  | SOLE DISPOSITIVE POWER: -0-                              |
| PERSON WITH   |    |  |
|               | 10 | SHARED DISPOSITIVE POWER: 14,159,328 Ordinary<br>Shares* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
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Holdings., Eurocom Communication Holdings 2005 Ltd., Eurocom Technologies Management (2005) Ltd., Eurocom Assets Ltd. and Eurocom Assets Holdings Ltd., together, hold 99.33% of Eurocom Communications. Accordingly, Mr. Shaul Elovitch may be deemed to have the sole voting and dispositive power as to the ordinary shares of the Issuer held of record by Eurocom Communications.

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CUSIP No. M 56595 10 7

- 1 NAME OF REPORTING PERSON: Eurocom Assets Holdings Ltd.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)  x  
(b)  o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
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ITEMS 2(d) or 2(e):  o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
- |   |    |  |
|---|----|--|
| NUMBER OF<br>SHARES                                       | 7  | SOLE VOTING POWER: -0-                                   |
| BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH | 8  | SHARED VOTING POWER: 14,159,328 Ordinary Shares*         |
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CUSIP No. M 56595 10 7

- 1 NAME OF REPORTING PERSON: Eurocom Holdings (1979) Ltd.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
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(b)  o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
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- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel
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CUSIP No. M 56595 10 7

- 1 NAME OF REPORTING PERSON: Shaul Elovitch  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)  x  
(b)  o
- 3 SEC USE ONLY
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- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e):  o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Israel

NUMBER OF SHARES	7	SOLE VOTING POWER: -0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER: 14,177,546 Ordinary Shares *
	9	