

PARTNER COMMUNICATIONS CO LTD  
Form F-6  
March 24, 2006

**As filed with the Securities and Exchange Commission on March 24, 2006. Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

**PARTNER COMMUNICATIONS COMPANY LTD.**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

State of Israel

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York**

**ADR Division**

**One Wall Street, 29<sup>th</sup> Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per</b>	<b>Proposed maximum</b>	<b>Amount of registration</b>
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<b>Securities to be registered</b>		<b>unit <sup>(1)</sup></b>	<b>aggregate offering price <sup>(1)</sup></b>	<b>fee</b>
American Depositary Shares representing ordinary shares of Partner Communications Company Ltd. (1)	100,000,000 American Depositary Shares	\$5.00	\$5,000,000	\$535.00

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

EMM-822062\_1

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

EMM-822062\_1

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus\</u>
1. Name and address of depository	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities Terms of Deposit:	Face of Receipt, top center
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Article number 11

- (ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6 and 8 underlying securities
- (x) Limitation upon the liability of the depositary Articles number 14, 18, 19 and 21

3. Fees and Charges Articles number 7 and 8

Item - 2.

Available Information

Public reports furnished by issuer Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2006 among Partner Communications Company Ltd., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not applicable.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Not Applicable.

Item - 4.

#### Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 24, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of Partner Communications Company Ltd.

By:

The Bank of New York,

As Depositary

By:

/s/ Andrew J. Zelter

Andrew J. Zelter

Managing Director

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Pursuant to the requirements of the Securities Act of 1933, Partner Communications Company Ltd. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Rosh Ha-ayin, Israel, on March 23, 2006.

PARTNER COMMUNICATIONS COMPANY LTD.

By: /s/ Amikam Cohen

Name: Amikam Cohen

Title: CEO

By: /s/ Alan Gelman

Alan Gelman

CFO

Each person whose signature appears below hereby constitutes and appoints Messrs. Amikam Cohen and Alan Gelman, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on March 23, 2006.

/s/ Amikam Cohen

Principal executive officer

Amikam Cohen

/s/ Alan Gelman

Principal Financial and accounting officer

Alan Gelman

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Director

Canning Kin-ning Fok

/s/ Chan Ting Yu

Director

Chan Ting Yu

/s/ Chow Woo Mo Fong, Susan

Director

Chow Woo Mo Fong, Susan

/s/ Uzia Galil

Director

Uzia Galil

/s/ Erez Gissin

Director

Erez Gissin

/s/ Dennis Pok Man, Lui

Director

Dennis Pok Man, Lui

/s/ Pesach Shachar

Director

Pesach Shachar

/s/ Frank John Sixt

Director

Frank John Sixt

/s/ Moshe Vidman

Director

Moshe Vidman

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Director

Amikam Shorer

/s/ Michael Anghel

Director

Michael Anghel

PUGLISI & ASSOCIATES

Authorized Representative in the United States

By: /s/ Donald J. Puglisi

Donald J. Puglisi

Managing Director

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- |   |  |
|---|--|
| 1 | Form of Amended and Restated Deposit Agreement dated as of _____, 2006, among Partner Communications Company Ltd., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.   |

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