

PARTNER COMMUNICATIONS CO LTD
Form 6-K
May 09, 2011

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

May 8, 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 the results of the Annual General Meeting of Shareholders

PARTNER COMMUNICATIONS ANNOUNCES THE
RESULTS OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS

Rosh Ha'ayin, Israel, May 8, 2011 - Partner Communications Company Ltd. ("Partner" or "the Company") (NASDAQ and TASE: PTNR), a leading Israeli communications operator, announces today the results of the Annual General Meeting of Shareholders (the "Meeting"), that was held on May 5, 2011 at Partner's offices in Rosh Ha'ayin, Israel.

At the Meeting, all the proposals set forth in items (i) through (vii) (inclusive), included in Partner's proxy statement dated March 31, 2011 (the "Proxy Statement") sent in connection with the Meeting, were either discussed or approved by the required majorities, as required and detailed in the Proxy Statement. The proposal set forth in item (vii) included in the Proxy Statement, was amended (as set forth below) (the "amended proposal") at the request of several institutional shareholders of the Company and in accordance with the Israeli Companies Regulations. The amended proposal was approved by the required majority.

The proposals were as follows:

- (i) to re-appoint Kesselman & Kesselman, independent certified public accountants in Israel and a member of PricewaterhouseCoopers International Limited group, as the Company's auditor for the period ending at the close of the next annual general meeting;
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- (ii) to discuss the auditor's remuneration for the year ended December 31, 2010, as determined by the Audit Committee and by the Board of Directors, and the report of the Board of Directors with respect to the remuneration paid to the auditor and its affiliates for the year ended December 31, 2010;
 - (iii) to discuss the Company's audited financial statements for the year ended December 31, 2010 and the report of the Board of Directors for such period;
 - (iv) to re-elect the following directors to the Company's Board of Directors until the close of the next annual general meeting: Ilan Ben Dov, Erez Gissin, Dr. Shlomo Nass, Yahel Shachar and Avi Zeldman; to approve the compensation terms of several directors; to approve (subject to adoption of Resolution 5 below), the insurance of the directors up for re-election at the AGM and of Mrs. Osnat Ronen; and to approve (subject to adoption of Resolution 6 below), indemnification of Mr. Avi Zeldman.
 - (v) to (A) approve and ratify renewal of a "D&O" Insurance Policy and approve an extension of the D&O Policy; and (B) approve the entry into a new "D&O" Insurance Policy.
 - (vi) to approve and ratify the grant of an Indemnification Letter to Mr. Avi Zeldman (all other directors continue to benefit from the existing indemnification thereof).
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(vi) to approve and ratify as a “framework transaction” the purchase of handsets, accessories, spare parts and repair services (the “Products”) under a revised agreement with Scailex Corporation Ltd., the controlling party of the Company, (the “Revised Samsung Products Agreement”). The Revised Samsung Products Agreement was approved with two changes to the terms described in the Proxy Statement: (a) the period of the Revised Samsung Products Agreement, described in Item 7 in the Proxy Statement shall be two years, commencing on January 1, 2011, instead of three years; (b) the total volume of the annual procurement from Scailex shall not exceed NIS 550 million annually, as described in Item 7 in the Proxy Statement, and in addition, will not exceed 40% of the total cost of the Products purchased by Partner in a calendar year.

For further information concerning the proposals, please refer to the Proxy Statement.

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

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. 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/ Emanuel Avner
Name: Emanuel Avner
Title: Chief Financial Officer

Dated: May 8, 2011
