

PARTNER COMMUNICATIONS CO LTD

Form 20-F/A

June 08, 2010

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
AMENDMENT TO APPLICATION OR REPORT
FILED PURSUANT TO SECTION 12, 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

As filed with the Securities and Exchange Commission on June 8, 2010

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

FORM 20-F/A
Amendment No. 3

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

Commission file number 1-14968

PARTNER COMMUNICATIONS COMPANY LTD.
(Exact Name of Registrant as Specified in its Charter)

ISRAEL

(Jurisdiction of Incorporation or Organization)

8 AMAL STREET
AFEQ INDUSTRIAL PARK
ROSH-HA'AYIN 48103
ISRAEL
(Address of Principal Executive Offices)

Roly Klinger

ExecutiveOffices@orange.co.il

(Name, Telephone, E-mail and/or facsimile Number and Address of Company Contact Person)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing one ordinary share, nominal value NIS 0.01 per share	The NASDAQ Global Market
Ordinary Shares, nominal value NIS 0.01 per share*	The NASDAQ Global Market

* Not for trading, but only in connection with the registration of American Depositary Shares representing such ordinary shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities Registered Pursuant to Section 12(g) of the Act:

NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

NONE

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

ORDINARY SHARES OF NIS 0.01 EACH 154,440,136

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES ☒ NO ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934.

YES ☐ NO ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒

Accelerated Filer ☐

Non-Accelerated Filer ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued by the International Accounting Standards Board ☒

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow:

ITEM 17 ☐ ITEM 18 ☐

If this is an annual report, indicate by checkmark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

YES ☐ NO ☒

AMENDMENT NO. 3 TO FORM 20-F

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EXPLANATORY NOTE

The registrant hereby amends its annual report on Form 20-F for the fiscal year ended December 31, 2009, which was filed with the Securities and Exchange Commission on March 16, 2010, as amended by Amendment No. 1 filed on March 17, 2010 and by Amendment No. 2 filed on March 22, 2010 (the "Form 20-F"), solely for the purpose of amending Item 19. Exhibits to refile Exhibit 4.(a).69 without requesting confidential treatment for some of the previously redacted information and to delete Exhibits 4.(a).68, 4.(a).70 and 4.(a).71. Other than such amendment, this Amendment No. 3 does not amend, update or restate any information set forth in the Form 20-F.

ITEM 19. EXHIBITS

Pursuant to the rules and regulations of the Securities and Exchange Commission, we have filed certain agreements as exhibits to this Annual Report on Form 20-F. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in our public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof and should not be relied upon.

Exhibit No.	Description
1.1	Articles of Association last updated and approved on October 22, 2009
**1.2	Partner's Certificate of Incorporation
**1.3	Partner's Memorandum of Association
**2.(a).1	Form of Share Certificate
^^2.(a).2	Amended and Restated Deposit Agreement Between Partner and the Bank of New York
^2.(b).1	Form of Indenture between Partner and the Trust Company of Union Bank Ltd.

- 2.(b).2 Trust Deed
- 2.(b).3 Amendment no. 1 to the Trust Deed of November 26, 2009
- ^4.(a).1 Restatement of the Relationship Agreement dated April 20, 2005
- 4.(a).1.1 Letter of Undertaking by which Scailex entered into the Restated Relationship Agreement with the Company, October 28, 2009
- **4.(a).2 License from the Israeli Ministry of Communications issued April 8, 1998
- **4.(a).4 License Agreement for use of the Orange Brand in Israel dated September 14, 1998
- **4.(a).5 Brand Support/Technology Transfer Agreement dated July 18, 1999
- **4.(a).6 Agreement with Ericsson Radio Systems AB dated May 28, 1998
- #+4.(a).7 Agreement with LM Ericsson Israel Ltd. dated November 25, 2002
- ^#4.(a).8 Dealer Agreement with Super-Pharm dated February 12, 2004
- >>#4.(a).8.1 Amendment to the Dealer Agreement with Super-Pharm, dated July 8, 2007
- **4.(a).9 Lease Agreement with Mivnei Taasia dated July 2, 1998
- ^^4.(a).13 Asset Purchase Agreement with Med-1 dated as of January 22, 2006
- ****4.(a).14 Amendments Nos. 1 to 6 to our License from the Israeli Ministry of Communications
- +4.(a).15 Amendments Nos. 7 to 11 to our License from the Israeli Ministry of Communications
- ++4.(a).16 Amendments Nos. 12 to 17 to our License from the Israeli Ministry of Communications
- +++4.(a).17 Amendments Nos. 18 to 23 to our License from the Israeli Ministry of Communications
- ^4.(a).18 Amendments Nos. 24 to 31 to our License from the Israeli Ministry of Communications
- ^^4.(a).19 Amendments Nos. 32 to 34 to our License from the Israeli Ministry of Communications
- >4.(a).20 Amendments Nos. 35 to 44 to our License from the Israeli Ministry of Communications
- >>4.(a).21 Amendment No. 44 to our License from the Israeli Ministry of Communications
- >>4.(a).22 Amendment No. 45 to our License from the Israeli Ministry of Communications
- >>>4.(a).23 Amendment No. 46 to our License from the Israeli Ministry of Communications
- >>>4.(a).24 Amendment No. 47 to our License from the Israeli Ministry of Communications
- >>>4.(a).25 Amendment No. 48 to our License from the Israeli Ministry of Communications
- >>>4.(a).26 Amendment No. 49 to our License from the Israeli Ministry of Communications
- 4.(a).27 Amendment No. 50 to our License from the Israeli Ministry of Communications issued May 7, 2009
- 4.(a).28 May 7, 2009
- 4.(a).29 Amendment No. 51 to our License from the Israeli Ministry of Communications issued July 28, 2009
- 4.(a).30 Amendment No. 52 to our License from the Israeli Ministry of Communications issued October 28, 2009
- Amendment No. 53 to our License from the Israeli Ministry of Communications issued January 31, 2010
- >4.(a).58 Special License from the Israeli Ministry of Communications for the Provision of Fixed-Line Domestic Transmission and Data Communications Services issued August 14, 2006.
- >4.(a).59 Amendment No. 1 to Special License for the Provision of Fixed-Line Domestic Transmission and Data Communications Services issued September 10, 2006.
- >4.(a).60 Exclusive General License from the Israeli Ministry of Communication for the Provision of Domestic Fixed-Line Telecommunications Services issued January, 15 2007.
- >4.(a).60.1

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- Amendment No. 1 to Fixed-Line License from the Israeli Ministry of Communications issued January 14, 2007
- >4.(a).60.2 Amendment No. 2 to Fixed-Line License from the Israeli Ministry of Communications issued January 31, 2007
- >4.(a).60.3 Amendment No. 3 to Fixed-Line License from the Israeli Ministry of Communications issued February 19, 2007
- >>4.(a).60.4 Amendment No. 4 to Fixed-Line License from the Israeli Ministry of Communications issued July 11, 2007
- >>4.(a).60.5 Amendment No. 5 to Fixed-Line License from the Israeli Ministry of Communications issued October 10, 2007
- >>>4.(a).60.6 Amendment No. 6 to Fixed-Line License from the Israeli Ministry of Communications issued August 11, 2008
- >>>4.(a).60.7 Amendment No. 7 to Fixed-Line License from the Israeli Ministry of Communications issued December 25, 2008
- 4.(a).60.8 Amendment No. 8 to Fixed-Line License from the Israeli Ministry of Communications issued May 7, 2009

- 4.(a).60.9 Amendment No. 9 to Fixed-Line License from the Israeli Ministry of Communications issued May 27, 2009
- ^4.(a).64 Facility Agreement dated April 14, 2005
- #+++4.(a).65 Purchase Agreement with Nortel Networks Israel (Sales and Marketing) Ltd. dated November 12, 2003.
- ^4.(a).66 Share Buy Back Agreement dated February 7, 2005
- #>>4.(a).67 Swap Agreement with LM Ericsson Israel Ltd. dated December 20, 2007
- 4.(a).68 [reserved]
- #4.(a).69 Facility Agreement dated November 24, 2009
- 4.(a).70 [reserved]
- 4.(a).71 [reserved]
- #4.(b).1 Addendum to Lease Agreements from November 1, 2002 and Lease Agreements in Beit Ofek
- 4.(b).2 Registration Rights Agreement
- 6. See Note 2w to our consolidated financial statements for information explaining how earnings (loss) per share information was calculated.
- >>8. List of Subsidiaries (see "Item 4C – Organizational Structure").
- 12.(a).1 Certification by CEO pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
- 12.(a).2 Certification by CFO pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
- 13.(a).1 Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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- ** Incorporated by reference to our registration statement on Form F-1 (No. 333-10992).
 - *** Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2000.
 - + Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2001.
 - ++ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2002.
 - +++ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2003.
 - ^ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2004.
 - ^^ Incorporated by reference to our registration statement on Form F-6 (No. 333-132680).
 - ^^^ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2005.
 - > Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2006.
 - >> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2007.
 - >>> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2008.

Confidential treatment requested.

Confidential material has been redacted and has been separately filed with the Securities and Exchange Commission.

SIGNATURES

The Company hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Partner Communications Company Ltd.

By: /s/ David Avner
David Avner
Chief Executive Officer
June 8, 2010

By: /s/ Emanuel Avner
Emanuel Avner
Chief Financial Officer
June 8, 2010