

Cellcom Israel Ltd.  
Form 6-K  
August 03, 2009

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For August 3, 2009

Commission File Number: 001-33271

CELLCOM ISRAEL LTD.  
10 Hagavish Street  
Netanya, Israel 42140

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(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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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): Not Applicable

**CELLCOM ISRAEL LTD. ANNOUNCES CONSIDERATION OF SUBMITTING A NON-BINDING PROPOSAL TO PURCHASE MIRS**

While the Company has not issued any report concerning the development set forth below, the Company's controlling shareholder will provide an immediate report about this development under its Israeli reporting requirements and, consequently, the Company is filing this Form 6-K.

NETANYA, Israel, August 3, 2009 – Cellcom Israel Ltd. (NYSE: CEL) (the "Company") announced today it is considering submitting a preliminary non-binding indication of interest to purchase 100% of the equity of MIRS Communications Ltd., another Israeli cellular provider with an estimated market share of 4-5% (For additional details regarding MIRS see our most recent Annual Report on Form 20-F for the year 2008 under "B. Business Overview – The Telecommunications Industry in Israel – Cellular Services").

At this stage there is no certainty that the Company will submit a proposal and if it does so, what will be its terms and conditions, nor that if the Company does submit a proposal, a transaction will be agreed upon nor executed. Any such transaction would be subject to certain regulatory approvals and there is no certainty that such approvals will be given.

**About Cellcom Israel**

Cellcom Israel Ltd., established in 1994, is the leading Israeli cellular provider; Cellcom Israel provides its approximately 3.208 million subscribers (as at March 31, 2009) with a broad range of value added services including cellular and landline telephony, roaming services for tourists in Israel and for its subscribers abroad and additional services in the areas of music, video, mobile office etc., based on Cellcom Israel's technologically advanced infrastructure. The Company operates an HSPA 3.5 Generation network enabling advanced high speed broadband multimedia services, in addition to GSM/GPRS/EDGE and TDMA networks. Cellcom Israel offers Israel's broadest and largest customer service infrastructure including telephone customer service centers, retail stores, and service and sale centers, distributed nationwide. Through its broad customer service network Cellcom Israel offers its customers technical support, account information, direct to the door parcel services, internet and fax services, dedicated centers for the hearing impaired, etc. As of 2006, Cellcom Israel, through its wholly owned subsidiary Cellcom Fixed Line Communications L.P., provides landline telephone communication services in Israel, in addition to data communication services. Cellcom Israel's shares are traded both on the New York Stock Exchange (CEL) and the Tel Aviv Stock Exchange (CEL). For additional information please visit the Company's website [www.cellcom.co.il](http://www.cellcom.co.il)

Company Contact  
Shiri Israeli  
Investor Relations Coordinator  
[investors@cellcom.co.il](mailto:investors@cellcom.co.il)  
Tel: +972 52 998 9755

Investor Relations Contact  
Ehud Helft / Ed Job  
CCGK Investor Relations  
[ehud@gkir.com](mailto:ehud@gkir.com) / [ed.job@ccgir.com](mailto:ed.job@ccgir.com)  
Tel: (US) 1 866 704 6710 / 1 646 213 1914

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CELLCOM ISRAEL LTD.

Date: August 3,  
2009

By: /s/ Liat Menahemi Stadler

Name: Liat Menahemi Stadler

Title: General Counsel

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