

PARTNER COMMUNICATIONS CO LTD
Form SC 13D/A
April 25, 2019

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

SCHEDULE 13D/A
(Amendment No. 9)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Partner Communications Company Ltd.

(Name of Issuer)

Ordinary Shares, par value NIS0.01 per share

(Title of Class of Securities)

70211M109*

(CUSIP Number)

Adam Chesnoff

Saban Capital Group, Inc.

10100 Santa Monica Boulevard, Suite 2600

Los Angeles, CA 90067

(310) 557-5100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with a copy to:

David Eisman, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

300 South Grand Avenue, Suite 3400

Los Angeles, CA 90071

(213) 687-5381

April 24, 2019

(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 that 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.

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).

- * This CUSIP number applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing one Ordinary Share, par value NIS0.01 per share. No CUSIP number has been assigned to the Ordinary Shares.

CUSIP No. 70211M109

Page 2 of 11

1 NAME OF REPORTING PERSON:

S.B. Israel Telecom Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Israel

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 9. **49,862,800** (see Item 5)
SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

49,862,800 (see Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

CO

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

CUSIP No. 70211M109

Page 3 of 11

1 NAME OF REPORTING PERSON:

SCG Communication Ventures LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 9. **49,862,800** (see Item 5)

SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

49,862,800 (see Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

HC

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

CUSIP No. 70211M109

Page 4 of 11

1 NAME OF REPORTING PERSON:

HSAC Investments, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 9. **49,862,800** (see Item 5)

SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

49,862,800 (see Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

HC

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

CUSIP No. 70211M109

Page 5 of 11

1 NAME OF REPORTING PERSON:

Saban Capital Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 49,862,800 (see Item 5)

9. SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

49,862,800 (see Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

CO

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

CUSIP No. 70211M109

Page 6 of 11

1 NAME OF REPORTING PERSON:

SCG Investment Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 9. **49,862,800** (see Item 5)
SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

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49,862,800 (see Item 5)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

HC

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

CUSIP No. 70211M109

Page 7 of 11

1 NAME OF REPORTING PERSON:

Alpha Family Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

California

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 49,862,800 (see Item 5)

9. SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

49,862,800 (see Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

OO

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

CUSIP No. 70211M109

Page 8 of 11

1 NAME OF REPORTING PERSON:

Haim Saban

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States; Israel

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 9. **49,862,800** (see Item 5)
SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

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49,862,800 (see Item 5)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

IN

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

CUSIP No. 70211M109

Page 9 of 11

1 NAME OF REPORTING PERSON:

Cheryl Saban

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

NA

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

NUMBER OF 7. SOLE VOTING POWER:

SHARES

BENEFICIALLY 0

8. SHARED VOTING POWER:

OWNED BY

EACH

REPORTING 9. **49,862,800** (see Item 5)

SOLE DISPOSITIVE POWER:

PERSON

WITH 0

10. SHARED DISPOSITIVE POWER:

49,862,800 (see Item 5)

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49,862,800 (see Item 5)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

30.4%*

14 TYPE OF REPORTING PERSON:

IN

* Based on 171,190,335 Ordinary Shares outstanding as of March 1, 2019.

The statement on Schedule 13D filed on February 8, 2013, relating to ordinary shares, par value NIS 0.01 per share (the Ordinary Shares), of Partner Communications Company Ltd., a company organized under the laws of the State of Israel (the Issuer), (the Original Filing, and as amended previously and by this Amendment No.8, the Schedule 13D), as previously amended by the amendment dated October 17, 2013 (First Amendment), the amendment dated December 23, 2013 (the Second Amendment), the amendment filed on May 20, 2014 (the Third Amendment), the amendment filed on October 19, 2015 (the Fourth Amendment), the amendment filed on June 12, 2017 (the Fifth Amendment), the amendment filed on June 22, 2017 (the Sixth Amendment), the amendment filed on October 9, 2018 (the Seventh Amendment), and the amendment filed on October 30, 2018 (the Eighth Amendment), is hereby further amended as set forth below by this Amendment No. 9 (this Amendment). This Amendment supplements and amends the Schedule 13D to the extent specified herein. Capitalized terms used but not defined in this Amendment shall have the meaning given to them in the Original Filing as previously amended.

This Amendment is being filed jointly by the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this Amendment was filed as Exhibit 99.1 to the Original Filing.

Item 3 of Schedule 13D is amended by adding the following paragraphs at the end of subsection entitled Scailex Share Purchase Agreement under Item 3:

Consent Letter

As disclosed below, S.B. Israel and the lenders under the Notes are in discussions regarding the terms of the Notes. To continue such discussions, effective as of April 24, 2019, S.B. Israel and Hermetic Trust (the Trust) entered into a consent letter, (the Consent Letter), whereby the parties mutually agreed that, among other things, the payment of interest payable under the Notes that is due on April 28, 2019, be postponed (but such interest shall continue to accrue) until such date which is 3 business days after the Trust delivers a written demand notice to S.B. Israel.

The foregoing summary of the Consent Letter is not intended to be complete and is qualified in its entirety by reference to the Consent Letter, a copy of which is attached hereto as Exhibit 99.10, and is incorporated herein by reference.

Item 4 of Schedule 13D is amended by adding the following sentence at the end of Item 4:

As previously disclosed in the Schedule 13D, the Ordinary Shares held by S.B. Israel secure the Reporting Persons obligations arising under the Notes due on January 29, 2020. The Reporting Persons have determined to commence discussions with lenders under the Notes regarding the terms of the Notes, and during the course of those discussions may make or consider plans or proposals that may directly or indirectly relate to or result in one or more of the effects described in Item 4 of Schedule 13D.

Item 7. Material to be Filed as Exhibits.

- Exhibit 99.1* Joint Filing Agreement, dated as of February 8, 2013, among the Reporting Persons.
- Exhibit 99.2* Assumption Agreement, dated as of November 30, 2012, by and between S.B. Israel Telecom Ltd. and Advent Investments Pte. Ltd.
- Exhibit 99.3* Amended and Restated Terms and Conditions of the Notes
- Exhibit 99.4* Share Purchase Agreement, dated as of November 30, 2012, by and between Scailex Corporation Ltd. and S.B. Israel Telecom Ltd.

Exhibit 99.5* Share Purchase Agreement, dated as of January 23, 2013, by and between Leumi Partners Ltd. and S.B. Israel Telecom Ltd.

- Exhibit 99.7* Registration Rights Agreement dated as of October 17, 2013, by and between S.B. Israel Telecom Ltd. and Partner Communications Company Ltd.
- Exhibit 99.8* Agreement dated June 10, 2017 between S.B. Israel Telecom Ltd. and Hermetic Trust, as the trustee of the Notes
- Exhibit 99.9* Consent Letter dated October 25, 2018 between S.B. Israel Telecom Ltd. and Hermetic Trust, as the trustee of the Notes
- Exhibit 99.10 Consent Letter dated April 24, 2019, between S.B. Israel Telecom Ltd. and Hermetic Trust, as the trustee of the Notes

* previously filed

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: April 25, 2019

S.B. ISRAEL TELECOM LTD.

By: /s/ Adam Chesnoff
Name: Adam Chesnoff
Title: Director

**SCG COMMUNICATION VENTURES
LLC**

By: /s/ Adam Chesnoff
Name: Adam Chesnoff
Title: Managing Director

HSAC INVESTMENTS LP

By: /s/ Adam Chesnoff
Name: Adam Chesnoff
Title: President and Chief Operating Officer
of Saban Capital Group LLC, the
general partner of HSAC Investments
LP

SABAN CAPITAL GROUP LLC

By: /s/ Adam Chesnoff
Name: Adam Chesnoff
Title: President and Chief Operating Officer

SCG INVESTMENT HOLDINGS LLC

By: /s/ Adam Chesnoff
Name: Adam Chesnoff
Title: President and Chief Operating Officer

ALPHA FAMILY TRUST

By: /s/ Haim Saban
Name: Haim Saban
Title: Co-Trustee

HAIM SABAN

/s/ Haim Saban

CHERYL SABAN

/s/ Cheryl Saban