

PARTNER COMMUNICATIONS CO LTD
Form SC 13D/A
October 25, 2013

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

SCHEDULE 13D/A
(Amendment No. 1)
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)

Edgar Filing: PARTNER COMMUNICATIONS CO LTD - Form SC 13D/A

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

October 17, 2013

(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

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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:

AF, OO

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

CO

* Based on 155,663,961 Ordinary Shares outstanding as of September 11, 2013.

** Does not include Ordinary Shares beneficially owned by the other parties to the Shareholders Agreement, as to which the Reporting Persons disclaim beneficial ownership. Also does not include 2,983,333 Ordinary Shares that are to be transferred to S.B. Israel on one or more future deferred closing dates pursuant to the terms of the Scailex Share Purchase Agreement.

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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:

AF

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

HC

* Based on 155,663,961 Ordinary Shares outstanding as of September 11, 2013.

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1 NAME OF REPORTING PERSON:

HSAC Investments LP

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

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS:

AF

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

HC

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CUSIP No. 70211M109

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1 NAME OF REPORTING PERSON:

Saban Capital Group, Inc.

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

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS:

AF

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY 8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

CO

* Based on 155,663,961 Ordinary Shares outstanding as of September 11, 2013.

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CUSIP No. 70211M109

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1 NAME OF REPORTING PERSON:

SCG Investment Holdings, Inc.

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

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS:

AF

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

HC

* Based on 155,663,961 Ordinary Shares outstanding as of September 11, 2013.

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CUSIP No. 70211M109

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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:

AF, PF

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

OO

* Based on 155,663,961 Ordinary Shares outstanding as of September 11, 2013.

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CUSIP No. 70211M109

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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:

AF

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

IN

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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:

AF

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

7. SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER:

OWNED BY

EACH

48,050,000** (see Item 5)

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

10. SHARED DISPOSITIVE POWER:

48,050,000** (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

48,050,000** (see Item 5)

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

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

30.9%*

14 TYPE OF REPORTING PERSON:

IN

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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 or Partner), (the Schedule 13D or the Original Filing), is hereby amended as set forth below by this Amendment No. 1 (this Amendment). This Amendment supplements and amends the Original Filing 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.

This Amendment is being filed jointly by the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this Amendment is attached as Exhibit 1 to the Original Filing.

Item 6 of Schedule 13D is amended by adding the following paragraphs:

Registration Rights Agreement

On October 17, 2013 (the **Effective Date**) S.B. Israel and the Issuer entered into a Registration Rights Agreement (**RRA**) pursuant to which S.B. Israel has the right to require Issuer to file a Registration Statement under the Securities Act in respect of all or some of the Shares held by S.B. Israel from time to time (not less than a number of Ordinary Shares that represents at least 2.65% of the then outstanding Ordinary Shares of Issuer). As promptly as practicable, but not less than 45 days after Issuer receives a written notice from S.B. Israel demanding that Issuer register the number of Ordinary Shares specified in such request (a **Demand Registration**). Issuer must file a registration statement with the Securities and Exchange Commission (**Commission**) and thereafter use its best efforts to cause the registration statement to promptly be declared effective. Issuer may satisfy its obligation to file a Demand Registration through an automatic shelf registration statement on form F-3 within the meaning of Rule 405 under the Securities Act.

Issuer shall be entitled to postpone and delay the filing of any Demand Registration for a period not exceeding 45 days if (i) the Issuer is conducting or about to conduct an underwrite