

PARTNER COMMUNICATIONS CO LTD

Form S-8

November 12, 2015

Registration No. 333-_____

As filed with the Securities and Exchange Commission on November 12, 2015

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Partner Communications Company Ltd.
(Exact name of registrant as specified in its charter)

Israel
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(IRS. Employer
Identification No.)

8 Amal St.
Afeq Industrial Park
Rosh Ha'ayin 48103, Israel
(Address of principal executive offices) (Zip Code)

2004 Equity Incentive Plan
(Full title of the plan)

Puglisi and Associates
850 Library Avenue Suite 204
Newark, Delaware 19711
(Name and address of agent for service)

Copies to:
Perry Wildes, Adv.
Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co.
One Azrieli Center
Tel Aviv 67021, Israel
+972-3-607-4444

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

Large Accelerated Filer
Non-Accelerated Filer (Do not check if a smaller
reporting company)

Accelerated Filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, nominal value NIS 0.01 per share, deposited as American Depositary Shares represented by American Depositary Receipts (1)	2,076,958 (3)	\$4.74 (4)	\$9,844,781 (4)	\$991.40
Ordinary Shares, nominal value NIS 0.01 per share, deposited as American Depositary Shares represented by American Depositary Receipts	923,042 (5)	\$4.43 (6)	\$4,089,076 (6)	\$411.77
Total	3,000,000		\$13,933,857	\$1,403.17

(1) American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts (“ADRs”), issuable upon deposit of the ordinary shares registered hereby, par value NIS 0.01 per share (“Ordinary Shares”), of Partner Communications Company Ltd. (the “Company”) are registered on a separate registration statement on Form F-6 (File No. 333-177621). Each ADS represents one (1) Ordinary Share.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 shall also cover any additional Ordinary Shares of the Company which become issuable under the Company’s 2004 Equity Incentive Plan (the “Plan”) by reason of any stock split, stock dividend, recapitalization or similar transaction effected without the receipt of consideration which results in an increase in the number of the Company’s outstanding Ordinary Shares.

(3) Represents 2,076,958 Ordinary Shares reserved for future issuance under the Plan.

(4) Estimated solely for purposes of this offering pursuant to Rules 457(c) and 457(h) under the Securities Act, and based on the average of the high and low prices of the Ordinary Shares reported on the NASDAQ Global Select Market on November 9, 2015. Such estimate is being utilized solely for the purpose of calculating the registration fee.

(5) Represents 923,042 Ordinary Shares issuable upon exercise of outstanding options issued under the Plan on November 10, 2015 to executive officers and managers of the Company, with a weighted average exercise price of \$4.43 per share.

(6) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, and based upon the weighted average price at which such options may be exercised.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E
OF FORM S-8

EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as other securities for which three registration statements filed on Form S-8 (Commission File No. 333-137102, Commission File No. 333-153419, and Commission File No. 333-206420) of the Company are effective (the "Company's Registration Statements").

The information contained in the Company's Registration Statements is hereby incorporated by reference into this Registration Statement pursuant to General Instruction E, except for Items 3, 8, and 9 of the Company's Registration Statements, which are updated by this Registration Statement.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Introductory Note to Part I of Form S-8.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein and made a part hereof:

- (a) The Company's Annual Report on Form 20-F (File No. 1-14968), as filed with the Commission on March 11, 2015 (the "Annual Report on Form 20-F"), which includes audited financial statements for the Company's latest fiscal year;
- (b) The Company's report on Form 6-K furnished to the Commission on January 5, 2015, January 13, 2015, January 15, 2015, February 18, 2015, February 19, 2015, February 24, 2015, February 26, 2015, March 11, 2015, April 1, 2015, April 1, 2015, April 2, 2015, April 9, 2015, April 20, 2015, April 27, 2015, May 5, 2015, May 19, 2015, May 20, 2015, June 2, 2015, June 4, 2015, June 30, 2015, July 2, 2015, July 16, 2015, July 20, 2015, July 29, 2015, August 10, 2015, August 12, 2015, September 9, 2015, October 6, 2015, October 15, 2015, October 20, 2015, October 21, 2015, October 27, 2015, October 29, 2015, and November 12, 2015; and
- (c) The description of the Company's Ordinary Shares set forth in the Company's Registration Statement on Form 8-A (File No. 1-14968), as filed with the Commission on October 20, 1999, including any amendment or report for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended ("Exchange Act"), after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Exhibit Index following the signature page is hereby incorporated by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant, Partner Communications Company Ltd., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rosh Ha'ayin, in the State of Israel, on November 12, 2015.

PARTNER COMMUNICATIONS COMPANY LTD.

By: /s/ Isaac Benbenisti
 Name: Isaac Benbenisti
 Title: Chief Executive Officer

By: /s/ Ziv Leitman
 Name: Ziv Leitman
 Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Isaac Benbenisti, Ziv Leitman and Nomi Sandhaus his true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and to file a Registration Statement on Form S-8 (or such other Form as may be appropriate) in connection with the registration of Ordinary Shares of the Registrant and any and all amendments (including post-effective amendments) to any such Registration Statement on Form S-8 with the Securities and Exchange Commission, granting to said attorney-in-fact and agent full power and authority to perform any other act on behalf of the undersigned required to be done in the premises. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated.

Signature	Title	Date
/s/ Isaac Benbenisti Isaac Benbenisti	Chief Executive Officer	November 12, 2015
/s/ Ziv Leitman Ziv Leitman	Chief Financial Officer (Principal Accounting and Financial Officer)	November 12, 2015
/s/ Adam Chesnoff Adam Chesnoff	Chairman of the Board of Directors	November 12, 2015
/s/ Elon Shalev__ Elon Shalev	Vice-Chairman of the Board of Directors	November 12, 2015

/s/ Dr. Michael J. Anghel Dr. Michael J. Anghel	Director	November 12, 2015
/s/ Barry Ben Zeev Barry Ben Zeev	Director	November 12, 2015
/s/ Fred Gluckman Fred Gluckman	Director	November 12, 2015
/s/ Sumeet Jaisinghani Sumeet Jaisinghani	Director	November 12, 2015
/s/ Osnat Ronen Osnat Ronen	Director	November 12, 2015
/s/ Yoav Rubinstein Yoav Rubinstein	Director	November 12, 2015
/s/ Arie Saban Arie Saban	Director	November 12, 2015
/s/ Arik Steinberg Arik Steinberg	Director	November 12, 2015
/s/ Ori Yaron Ori Yaron	Director	November 12, 2015
/s/ Yehuda Saban Yehuda Saban	Director	November 12, 2015

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the Authorized Representative has duly caused this Registration Statement to be signed on its behalf by the undersigned, solely in its capacity as the duly authorized representative of the Registrant in the United States, in the City of Newark, Delaware, on this 12th day of November, 2015.

PUGLISI & ASSOCIATES

(Authorized U.S. Representative)

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi
Title: Managing Director

INDEX TO EXHIBITS

Exhibit

Number Document

- 4.1 Articles of Association last updated and approved on April 2, 2015 (previously filed as an exhibit to the Company's Registration Statement on Form S-8 (No. 333-206420) and incorporated herein by reference).
- 4.2 Company's Certificate of Incorporation (previously filed as an exhibit to the Company's Registration Statement on Form F-1 (No. 333-10992) and incorporated herein by reference).
- 4.3 Company's Memorandum of Association (previously filed as an exhibit to the Company's Registration Statement on Form F-1 (No. 333-10992) and incorporated herein by reference).
- 4.4 Form of Amended and Restated Deposit Agreement among the Company, Citibank N.A, as depositary, and all owners and beneficial owners of American Depositary Receipts (previously filed as an exhibit to the Company's Registration Statement on Form F-6 (No. 333-177621) and incorporated herein by reference).
- 4.5 Amended and Restated 2004 Equity Incentive Plan (previously filed as Exhibit 15.(a).1 to the Company's Annual Report on Form 20-F, as filed with the Commission on March 11, 2015 (File No. 1-14968) and incorporated herein by reference).
- 5.1* Opinion of Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co.
- 23.1* Consent of Gross Kleinhendler, Hodak, Halevy, Greenberg & Co. (included in Exhibit 5.1)
- 23.2* Consent of Kesselman & Kesselman, Israel
- 24.1* Power of Attorney (included in the Signature Page)

* Filed herewith.