

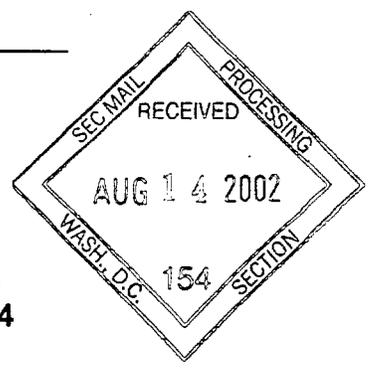
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There are a total of 9 Pages Contained in this manually signed Original and any Exhibits or Attachments Hereto. The Exhibit index page is contained on page 1 of this document.

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**



FORM 6-K



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

For the month of August 2002

INTERNET GOLD-GOLDEN LINES LTD.
(Name of Registrant)

**1 Alexander Yanai Street
Petach-Tikva, Israel**
(Address of Principal Executive Offices)

PROCESSED
AUG 16 2002
THOMSON FINANCIAL

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 X Form 40-F

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 X

CR

INTERNET GOLD-GOLDEN LINES LTD.

6-K Items

1. Internet Gold-Golden Lines Ltd. Press Release dated August 12, 2002.

Monday August 12, 6:51 am Eastern Time

Press Release

SOURCE: Internet Gold

**Internet Gold Reports Record Operating
Income of NIS 7.8 Million in Q2 2002**

Net Cash in the Quarter Increased by NIS 6.4 Million

TEL AVIV, Israel, Aug. 12 /PRNewswire-FirstCall/ -- Internet Gold (Nasdaq: IGLD - News) today reported financial results for the second quarter of 2002. Operating income for the second quarter reached NIS 7.8 million (US\$ 1.6 million), compared with an operating loss of NIS 13.4 million (US\$ 3.2 million) for the comparable period in 2001. Operating income for the six months ended June 30, 2002, reached NIS 10.7 million (US\$ 2.2 million), compared with an operating loss of NIS 31.8 million (US\$ 7.6 million) for the same period last year.

Net profit for the second quarter reached NIS 3.3 million (US\$ 0.7 million), or NIS 0.18 (US\$0.04) per share, compared with a net loss of NIS 12.8 million (US\$ 3.1 million), or NIS 0.69 (US\$ 0.17) per share, for the same quarter last year. Net profit for the six months reached NIS 8.6 million (US\$ 1.8 million), or NIS 0.46 (US\$ 0.10) per share, compared with a net loss of NIS 24.9 million (US\$ 6.0 million), or NIS 1.35 (US\$ 0.32) per share, for the same period last year.

Net cash in the second quarter increased by NIS 6.4 million (US\$ 1.3 million), compared with an increase of NIS 11.2 million (US\$ 2.4 million) in the previous quarter and a decrease of NIS 16 million (US\$ 3.8 million) in the second quarter of 2001. Approximately 70 percent of the increase in net cash in the second quarter of 2002 stems from operations, compared to 60 percent in the first quarter of 2002.

Internet Gold's CEO, Eli Holtzman, said today: "With this quarter's results, Internet Gold again has proved that it can achieve its profitability goals. We are especially pleased with our record operating income. While competitive conditions remained intense, a leaner and more efficient structure enabled us to produce cash for the fourth sequential quarter from our connectivity and value-added services (VAS) operation. Accelerated growth of broadband subscribers exceeded our expectations and played a role in our achieving improved second-quarter financial results. Operating results of our subsidiaries, Gold Trade and MSN Israel, are also expected to improve, bringing our turnaround plan closer to its final stage."

The results of Gold Trade, the Company's e-commerce subsidiary are not consolidated in this quarter's results. Gold Trade's results are included in the Company's financials on an equity basis. Excluding Gold Trade's revenues, Internet Gold's revenues reached NIS 46.3 million (US\$ 9.7 million) in the second quarter of 2002, compared with NIS 41.0 million (US\$ 9.8 million) for the comparable quarter in 2001. Revenues for the six month period reached NIS 91.5 million (US\$ 19.2 million) compared to NIS 82.9 million (US\$ 19.9 million) for the comparable period in 2001.

