

012 SMILE.COMMUNICATIONS LTD  
Form SC 13G  
February 14, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment no. \_\_)\*

012 Smile.Communications Ltd.  
(Name of Issuer)

Ordinary Shares, par value NIS 0.1 per share  
(Title of Class of Securities)

M98939107  
(CUSIP Number)

December 31, 2007  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

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- 1 Name of Reporting Person: Internet Gold-Golden Lines Ltd.  
I.R.S. Identification No. of above person (entities only): N/A
- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a)   
(b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: Israel
- |  |   |                           |                             |
|--|---|---------------------------|-----------------------------|
| Number of Shares                                 | 5 | Sole Voting Power:        | 0 Ordinary Shares           |
| Beneficially Owned by Each Reporting Person With | 6 | Shared Voting Power:      | 18,370,000 Ordinary Shares* |
|  | 7 | Sole Dispositive Power:   | 0 Ordinary Shares           |
|  | 8 | Shared Dispositive Power: | 18,370,000 Ordinary Shares* |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:  
18,370,000 Ordinary Shares\*
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):
- 11 Percent of Class Represented by Amount in Row (9): 72.44%\*\*
- 12 Type of Reporting Person (See Instructions): CO

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\* Internet Gold, controlling shareholder of the Issuer, holds 72.44% the Issuer's Ordinary Shares. Eurocom Communications Ltd., is the controlling shareholder of Internet Gold, holding 53.93% of its ordinary shares. Mr. Shaul Elovitch, chairman of the board of directors of Internet Gold and the chairman of the board of directors of Eurocom Holdings (1979) Ltd., or Eurocom Holdings, holds 80% of Eurocom Holdings' shares and 75% of Eurocom Holdings' management shares Eurocom Communications is 50.33% owned by Eurocom Holdings and 49% of its shares are held in trust for four holding companies, which are 80% owned by Mr. Shaul Elovitch. The remaining 0.67% in Eurocom Communications is directly owned by Mr. Shaul Elovitch.

Accordingly, Mr. Shaul Elovitch may be deemed to have the sole voting and dispositive power as to the 53.93% of the ordinary shares of Internet Gold held by Eurocom Communications, and as a result of such power, may be deemed to have the sole voting and dispositive power as to the 72.44% of the Ordinary Shares of the Issuer held by Internet Gold.

\*\* Based on 25,360,000 Ordinary Shares that the Issuer advised were issued and outstanding as of December 31, 2007.

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- 1 Name of Reporting Person: Eurocom Communications Ltd.  
I.R.S. Identification No. of above person (entities only): N/A
- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) [ ]  
(b) [X]
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: Israel
- |  |   |                           |                             |
|--|---|---------------------------|-----------------------------|
| Number of Shares                                 | 5 | Sole Voting Power:        | 0 Ordinary Shares           |
| Beneficially Owned by Each Reporting Person With | 6 | Shared Voting Power:      | 18,370,000 Ordinary Shares* |
|  | 7 | Sole Dispositive Power:   | 0 Ordinary Shares           |
|  | 8 | Shared Dispositive Power: | 18,370,000 Ordinary Shares* |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:  
18,370,000 Ordinary Shares\*
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions): [ ]
- 11 Percent of Class Represented by Amount in Row (9): 72.44%\*\*
- 12 Type of Reporting Person (See Instructions): CO

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\* Internet Gold, controlling shareholder of the Issuer, holds 72.44% the Issuer's Ordinary Shares. Eurocom Communications Ltd., is the controlling shareholder of Internet Gold, holding 53.93% of its ordinary shares. Mr. Shaul Elovitch, chairman of the board of directors of Internet Gold and the chairman of the board of directors of Eurocom Holdings (1979) Ltd., or Eurocom Holdings, holds 80% of Eurocom Holdings' shares and 75% of Eurocom Holdings' management shares Eurocom Communications is 50.33% owned by Eurocom Holdings and 49% of its shares are held in trust for four holding companies, which are 80% owned by Mr. Shaul Elovitch. The remaining 0.67% in Eurocom Communications is directly owned by Mr. Shaul Elovitch.

Accordingly, Mr. Shaul Elovitch may be deemed to have the sole voting and dispositive power as to the 53.93% of the ordinary shares of Internet Gold held by Eurocom Communications, and as a result of such power, may be deemed to have the sole voting and dispositive power as to the 72.44% of the Ordinary Shares of the Issuer held by Internet Gold.

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- 1 Name of Reporting Person: Shaul Elovitch  
I.R.S. Identification No. of above person (entities only): N/A
- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) [ ]  
(b) [X]
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: Israel
- |  |   |                           |                             |
|--|---|---------------------------|-----------------------------|
| Number of Shares                                 | 5 | Sole Voting Power:        | 18,370,000 Ordinary Shares* |
| Beneficially Owned by Each Reporting Person With | 6 | Shared Voting Power:      | 0 Ordinary Shares           |
|  | 7 | Sole Dispositive Power:   | 18,370,000 Ordinary Shares* |
|  | 8 | Shared Dispositive Power: | 0 Ordinary Shares           |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:  
18,370,000 Ordinary Shares\*\*
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions): [ ]
- 11 Percent of Class Represented by Amount in Row (9): 72.44%\*\*
- 12 Type of Reporting Person (See Instructions): IN

-----  
\* Internet Gold, controlling shareholder of the Issuer, holds 72.44% the Issuer's Ordinary Shares. Eurocom Communications Ltd., is the controlling shareholder of Internet Gold, holding 53.93% of its ordinary shares. Mr. Shaul Elovitch, chairman of the board of directors of Internet Gold and the chairman of the board of directors of Eurocom Holdings (1979) Ltd., or Eurocom Holdings, holds 80% of Eurocom Holdings' shares and 75% of Eurocom Holdings' management shares Eurocom Communications is 50.33% owned by Eurocom Holdings and 49% of its shares are held in trust for four holding companies, which are 80% owned by Mr. Shaul Elovitch. The remaining 0.67% in Eurocom Communications is directly owned by Mr. Shaul Elovitch.

Accordingly, Mr. Shaul Elovitch may be deemed to have the sole voting and dispositive power as to the 53.93% of the ordinary shares of Internet Gold held by Eurocom Communications, and as a result of such power, may be deemed to have the sole voting and dispositive power as to the 72.44% of the Ordinary Shares of the Issuer held by Internet Gold.

\*\* Based on 25,360,000 Ordinary Shares that the Issuer advised were issued and outstanding as of December 31, 2007.

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Item 1.

(a) Name of Issuer: 012 Smile.Communications Ltd.

(b) Address of Issuer's Principal Executive Offices: 25 Hasavim Street,

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Petach-Tikva 49170, Israel

Item 2.

(a) Name of Persons Filing: Internet Gold-Golden Lines Ltd. ("Internet Gold")  
Eurocom Communications Ltd.  
Shaul Elovitch

I.R.S. Identification No. of above person (entities only): N/A

(b) Address of Principal Business Office or, if none, Residence:  
Internet Gold --1 Alexander Yanai Street, Petach-Tikva, Israel  
49277; Eurocom Communications Ltd. and Shaul Elovitch 2 Dov Friedman  
Street, Ramat Gan, Israel 52141

(c) Citizenship: Israel

(d) Title of Class of Securities: Ordinary Shares, par value NIS 0.1 per  
share ("Ordinary Shares")

(e) CUSIP Number: M98939107

Item 3. Not applicable

Item 4. Ownership

(a)-(c) The following information with respect to the ownership of the  
ordinary shares of the issuer by each of the reporting persons is  
provided as of December 31, 2007:

Reporting Person	Amount beneficially owned:	Percent of class*:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:
Internet Gold-Golden Lines Ltd.	18,370,000**	72.44%	0	18,370,000
Eurocom Communications Ltd.	18,370,000**	72.44%	0	18,370,000
Shaul Elovitch	18,370,000**	72.44%	18,370,000	0

\* Based on 25,360,000 Ordinary Shares that the Issuer advised were issued and  
outstanding as of December 31, 2007.

\*\* Internet Gold, controlling shareholder of the Issuer, holds 72.44% the  
Issuer's Ordinary Shares. Eurocom Communications Ltd., is the controlling  
shareholder of Internet Gold, holding 53.93% of its ordinary shares. Mr.  
Shaul Elovitch, chairman of the board of directors of Internet Gold and the  
chairman of the board of directors of Eurocom Holdings (1979) Ltd., or  
Eurocom Holdings, holds 80% of Eurocom Holdings' shares and 75% of Eurocom  
Holdings' management shares Eurocom Communications is 50.33% owned by  
Eurocom Holdings and 49% of its shares are held in trust for four holding  
companies, which are 80% owned by Mr. Shaul Elovitch. The remaining 0.67%

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in Eurocom Communications is directly owned by Mr. Shaul Elovitch.

Accordingly, Mr. Shaul Elovitch may be deemed to have the sole voting and dispositive power as to the 53.93% of the ordinary shares of Internet Gold held by Eurocom Communications, and as a result of such power, may be deemed to have the sole voting and dispositive power as to the 72.44% of the Ordinary Shares of the Issuer held by Internet Gold.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ]

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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SIGNATURES

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After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

INTERNET GOLD-GOLDEN LINES LTD.

/s/Eli Holtzman

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Eli Holtzman  
Chief Executive Officer

EUROCOM COMMUNICATIONS LTD.

/s/Shaul Elovitch

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Shaul Elovitch  
Chairman

/s/Shaul Elovitch

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Shaul Elovitch

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EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree that the attached Statement on Schedule 13G (and any amendments thereto) relating to the Ordinary Shares, par value NIS 0.1 per share of 012 Smile.Communications Ltd. is filed on behalf of each of them.

Date: February 14, 2008

INTERNET GOLD-GOLDEN LINES LTD.

/s/Eli Holtzman

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Eli Holtzman  
Chief Executive Officer

EUROCOM COMMUNICATIONS LTD.

/s/Shaul Elovitch  
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Shaul Elovitch  
Chairman

/s/Shaul Elovitch  
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Shaul Elovitch