Cellcom Israel Ltd. Form 6-K March 13, 2012

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Report of Foreign Private Issuer

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

For March 13, 2012

Commission File Number: 001-33271

CELLCOM ISRAEL LTD. 10 Hagavish Street Netanya, Israel 42140

(Address of principal executive offices)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not Applicable

cellcom israel announces ilaa/negative rating reaffirmed for possible additional debentures to be traded in israel and additional financial information regarding subsidiary

Netanya, Israel – March 13, 2012 – Cellcom Israel Ltd. (NYSE: CEL) (TASE: CEL) (hereinafter: the "Company") announced today that, following its previous announcements regarding its preparation for a potential offering of new series of debentures to the public in Israel only, under the Company's amended shelf prospectus, Standard & Poor's Maalot, or Maalot, reaffirmed an "ilAA/negative" rating for the Company and an "ilAA rating" for additional debentures of existing series or new series of up to NIS 1 billion that the Company may issue, which, if issued, would be traded on the Tel Aviv Stock Exchange.

The contemplated offering will require filing of a supplemental shelf offering report with the ISA and TASE. In connection with the contemplated debt offering, the Company will be providing to investors in Israel Netvision's historic financial statements for the three years ended December 31, 2010 and the six months ended June 30, 2011 and 2010, as well as pro forma financial statements for the Company for the year ended December 31, 2011, prepared on a basis assuming that the acquisition of Netvision, and related financing, occurred on January 1, 2011. The financial information provided in Israel is in the Hebrew language. A convenience translation of these financial statements (excluding the footnotes, which the Company believes do not contain any material information that is not included in the Company's annual report on Form 20-F for the year ended December 31, 2011 filed on March 7, 2012) is filed herewith.

The execution, timing, terms and amount of such contemplated offering have not yet been determined and are subject to a further approval of the Company's Board of Directors. There is no assurance that such offering will be executed, nor as to its timing, terms and amount.

For additional details regarding the Company's public debentures and additional undertakings of the Company included in the amended prospectus see the Company's annual report on Form 20-F for the year ended December 31, 2011 filed on March 7, 2012, under "Item 5. Liquidity and Capital Resources – Debt Service – Shelf prospectus" and " – Public Debentures" and the Company's current report on Form 6-K filed on March 8, 2012

The contemplated offering described in this press release, will be made, if made, in Israel to residents of Israel only. The said debentures will not be registered under the U.S. Securities Act of 1933 and will not be offered or sold in the United States. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any debentures.

A security rating is not a recommendation to buy, sell or hold securities, it may be subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be evaluated independently of any other rating.

Forward looking statement

The information included in this press release contains, or may be deemed to contain, forward-looking statements (as defined in the U.S. Private Securities Litigation Reform Act of 1995 and the Israeli Securities Law, 1968). Said forward-looking statements, relating to the execution of the offering, the amount to be raised and the use of its proceeds are subject to uncertainties and assumptions about the shelf offering and market conditions and sufficient offers received for an

adequate price. The actual conditions could lead to materially different outcome than that set forth above.

About Cellcom Israel

Cellcom Israel Ltd., established in 1994, is the leading Israeli cellular provider; Cellcom Israel provides its approximately 3.349 million subscribers (as at December 31, 2011) with a broad range of value added services including cellular and landline telephony, roaming services for tourists in Israel and for its subscribers abroad and additional services in the areas of music, video, mobile office etc., based on Cellcom Israel's technologically advanced infrastructure. The Company operates an HSPA 3.5 Generation network enabling advanced high speed broadband multimedia services, in addition to GSM/GPRS/EDGE networks. Cellcom Israel offers Israel's broadest and largest customer service infrastructure including telephone customer service centers, retail stores, and service and sale centers, distributed nationwide. Through its broad customer service network Cellcom Israel offers its customers technical support, account information, direct to the door parcel delivery services, internet and fax services, dedicated centers for the hearing impaired, etc. In August 2011, Cellcom Israel completed the acquisition of Netvision Ltd. 013 Netvision Ltd., its wholly owned subsidiary, is a leading Israeli provider of internet connectivity services and international calling services. Cellcom Israel, ,, through its wholly owned subsidiaries also provides landline telephone communication services in Israel, in addition to data communication services. Cellcom Israel's shares are traded both on the New York Stock Exchange (CEL) and the Tel Aviv Stock Exchange (CEL). For additional information please visit the Company's website www.cellcom.co.il

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NETVISION LTD. AND ITS SUBSIDIARIES

Financial Information

NETVISION LTD. AND ITS SUBSIDIARIES ("the Company")

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	December	
	31,	December 31,
	2009	2010
	NIS th	ousands
Current assets		
Cash and cash equivalents	325,948	79,329
Sort-term investments	-	187,264
Trade receivables, net	261,857	262,375
Other receivables	46,435	49,120
Inventory of purchased products	6,609	5,176
	640,849	583,264
Non-current assets		
Other receivables	13,230	13,189
Rights of use of communication lines	242,390	261,732
Property, plant and equipment, net	208,692	199,868
Goodwill	530,737	531,098
Intangible assets, net	54,612	39,548
Deferred tax assets	50,510	46,652
	1,100,171	1,092,087
	1,741,020	1,675,351
Current liabilities		
Short term bank credit and current maturities of loans from banks	36,335	41,843
Trade payables	202,583	204,155
Other payables	122,094	129,845
Current maturities of long-term liabilities to trade payables	4,293	4,018
Current maturities of convertible debentures	15,293	177
	380,598	380,038
Non-current liabilities		
Loans from banks	146,805	112,650
Convertible debentures	15,246	-
Deferred revenues in respect of rights of use of communication lines	62,123	56,995
Long-term liabilities to trade payables	14,236	9,885
Employee benefit liabilities	14,388	17,506
	252,798	197,036
Equity attributable to owners of the Company		
Share capital	31,205	32,422
	,	,

	1.0.47.000	1 001 020
Share premium	1,047,393	1,091,830
Proceeds from conversion option on debentures	5,337	31
Adjustments arising from translating financial statements	(600)	(956)
Reserve for transaction with non-controlling interests	-	(182)
Retained earnings (accumulated losses)	15,878	(28,981)
Non-controlling interest	8,411	4,113
Total equity	1,107,624	1,098,277
	1,741,020	1,675,351
March 9, 2011 (Signed) (Signed)	(Signed)	
Date of approval of Ami Erel Nir Sztern	Ofir Sarid	
financial statements Chairman of the Board of Chief Executive Officer Cl	hief Financial Officer	
Directors		

Consolidated Statements of Comprehensive Income

NETVISION LTD.

	Year ended	Year ended	Year ended
	December 31, 2008	December 31, 2009	December 31, 2010
		ds (except earnings per sh	
	1415 thousan	us (except carnings per si	are data)
Revenues	1,234,584	1,250,159	1,302,908
Cost of revenues	981,822	977,063	1,060,463
Gross profit	252,762	273,096	242,445
		10.550	
Selling and marketing expenses	52,108	49,663	53,662
General and administrative expenses	75,118	67,833	65,672
Impairment of subsidiary activity	-	-	8,036
Impairment of intangible assets	14,143	-	-
Operating profit	111,393	155,600	115,075
operating profit	111,575	155,000	115,075
Financing income	10,733	3,844	5,347
Financing expenses	(19,395)	(22,604)	(19,524)
Other income, net	382	1,826	344
Income before taxes on income	103,113	138,666	101,242
Taxes on income	16,359	33,018	19,696
Net income	86,754	105,648	81,546
	00,751	103,010	01,540
Other comprehensive loss (net of			
tax effect):			
Adjustments arising from translating financial		(1 1 4 4)	(517)
statements of foreign operations	-	(1,144)	(517)
Actuarial loss from defined benefit plans, net	(8,746)	(1,242) (2,286)	(2,192)
Total other comprehensive loss, net	(8,746)	(2,386)	(2,709)
Total comprehensive income	78,008	103,262	78,837
Net income attributable to:			
Equity holders of the Company	86,754	105,607	84,871
Non-controlling interests	-	41	(3,325)
	86,754	105,648	81,546
Total community in an attributable to			
Total comprehensive income attributable to:	78 008	102 740	07 167
Equity holders of the Company Non-controlling interests	78,008	103,740 (478)	82,467
non-controlling interests	- 78,008	103,262	(3,630) 78,837
	70,000	105,202	10,031

Net earnings per share attributable to equity			
holders of the Company (in NIS)			
Basic net earnings	2.99	3.54	2.74
Diluted net earnings	2.70	3.45	2.66
ç			
3			

Consolidated Statements of Changes in Equity

	Share capital		Conde onde	-	stments R arising from sa Islating noneixed nt ements in	eserve for actions with rollingac	Retained earnings cumulated losses)		ntrolling interests	Total equity
Balance as of January 1, 2010	31,205	1,047,393	-	5,337	(600)	-	15,878	1,099,213	8,411	1,107,624
Net income (loss) Other comprehensive	-	-	-	-	-	-	84,871	84,871	(3,325)	81,546
loss, net of tax Total comprehensive income (loss)	-	-	-		(356)		(2,048)	(2,404) 82,467	(305)	(2,709) 78,837
Amortization of Share-based compensation	-	-	_	-	-	-	4,802	4,802	-	4,802
Conversion of debentures (Series B) into shares	1,040	34,076	_	(5,223)	_	_		29,893	_	29,893
Exercise of employee share options	177	10,278	_	-	-	-	(7,484)	2,971		2,971
Repayment of debentures (Series B)	-	83	_	(83)	-	-	-	-	-	-
Subsidiary shares buyback from non-controlling interests	_	-	_	_	_	(182)	-	(182)	(668)	(850)
Dividend	-	-	-	-	-	-	(125,000)	(125,000)	-	(125,000)
Balance as of December 31, 2010	32,422	1,091,830	_	31	(956)	(182)	(28,981)	1,094,164	4,113	1,098,277

Consolidated Statements of Changes in Equity (cont'd)

	Share capital	Attrib Share premium								
Balance as of January 1, 2009	30,086	998,556	9,727	8,206	-	-	29,087	1,075,662	-	1,075,662
Net income	_	_	_	-	_	_	105,607	105,607	41	105,648
Other comprehensive										
loss, net of tax	-	-	-	-	(600)	-	(1,267)	(1,867)	(519)	(2,386)
Total comprehensive income (loss)	_	_	_	_	(600)	_	104,340	103,740	(478)	103,262
Amortization of Share-based					(000)		101,010	100,710	(170)	100,202
compensation	-	-	-	-	-	-	3,650	3,650	-	3,650
Conversion of debentures into	25	870		(124)				761		761
shares Exercise of share options	23	870	-	(134)	-	-	-	761	-	/01
(Series 1) Vesting of share options (Series	867	35,233	(9,708)	-	-	-	-	26,392	-	26,392
1) Exercise of	-	19	(19)	-	-	-	-	-	-	-
employee share options	227	9,980					(5,199)	5 008		5,008
Repayment of debentures	221		-	-	-	-	(3,199)	3,008	-	5,008
(Series B)	-	2,735	-	(2,735)	-	-	-	-	-	-
Acquisition of initially consolidated									6.015	()] 7
subsidiary Vesting of put option to non-controlling	-	-	-	-	-	-	-	-	6,215	6,215
interests in a subsidiary	-	-	-	-	-	-	-	-	3,140	3,140

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Dividend	-	-	-	-		-	(116,000)	(116,000)	(466)	(116,466)
Balance as of December 31, 2009	31,205	1,047,393	-	5,337	(600)	-	15,878	1,099,213	8,411	1,107,624

Consolidated Statements of Changes in Equity (cont'd)

	Share capital		Co	Bater	nents rising from lating	Retained earnings cumulated losses)	Non-co Total	ontrolling interests	Total equity
Balance as of									
January 1, 2008	29,641	981,775	-	-	-	(53,787)	957,629	284	957,913
Net income Other comprehensive	-	-	-	-	-	86,754	86,754	-	86,754
loss, net of tax	-	-	-	-	-	(8,746)	(8,746)	-	(8,746)
Total comprehensive						79.009	78.009		78.000
income Amortization of	-	-	-	-	-	78,008	78,008	-	78,008
Share-based compensation	_	_	_	_	_	7,066	7,066	_	7,066
Equity component of convertible						1,000	1,000		1,000
debentures	-	-	-	9,574	-	-	9,574	-	9,574
Conversion of debentures into				(1.9.(2.))					40.404
shares Classification of liability in respect of options (Series	293	11,559	-	(1,368)	-	-	10,484	-	10,484
1) Exercise of share	-	-	9,971	-	-	-	9,971	-	9,971
options (Series 1)	22	949	(244)				727	-	727
Exercise of employee share						(2,200)			
options Classification of non-controlling interests to goodwill in respect of put option to non-controlling interests in	130	4,273	-	-	-	(2,200)	2,203	-	2,203
subsidiary	-	-	-	-	-	-	-	(284)	(284)

Balance as of December 31, 2008	30,086	998,556	9,727	8,206	-	29,087	1,075,662	-	1,075,662
6									

Cash flows from operating activities	Year ended December 31, 2008 NIS thousand	Year ended December 31, 2009 Is	Year ended December 31, 2010
Net income	86,754	105,648	81,546
Adjustments to reconcile net income to net cash provided by operating activities:			
Adjustments to the profit or loss items:			
Depreciation and amortization	130,694	115,623	121,233
Impairment of intangible assets	14,143	-	-
Impairment of subsdiary activity	-	-	8,036
Amortization of Share-based compensation	7,066	3,650	4,802
Revaluation (erosion) of short-term deposits	423	-	(756)
Revaluation of convertible debentues (Series A) presented at fair value through profit or loss	(5,151)	-	_
Increase in value of options (Series 1), net	(1,602)	-	-
Increase (decrease) in liabilities for employee benefits, net	(7,052)	(3,242)	925
Decrease (increase) in deferred taxes	15,079	1,660	(184)
Taxes on income	1,280	31,358	19,880
Financial expenses, net	2,952	6,023	7,843
Gain from vesting of put option to non-controlling interest in a			
subsidiaty	-	(1,523)	-
Capital loss (gain)	(382)	2	-
	157,450	153,551	161,779
Changes in operating assets and liability items:			
Decrease (increase) in trade receivables	(45,159)	26,656	(716)
Decrease in other receivables	1,628	1,251	1,045
Decrease (increase) in inventory of purchased products	2,073	(66)	1,376
Decrease in trade payables	(35,624)	(8,274)	(5,345)
Increase (decrease) in other payables	16,568	(3,420)	1,652
Decrease (increase) in other long-term receivables	(2,013)	(3,535)	42
Increase (decrease) in long-term liabilities for trade payables	(278)	2,609	(4,626)
Payment for rights of use of communication lines	(38,001)	(37,550)	(46,956)
Exercise of rights of communication lines	6,561	6,715	6,333
Decrease in deferred revenues in respect of sale of rights of use of	,	,	,
communication lines	(3,616)	(2,935)	(5,128)
	(97,861)	(18,549)	(52,323)
		× · · /	
Cash paid and received during the year for:			
Interest paid	(6,905)	(9,687)	(10,944)
Interest received	4,044	3,739	3,113

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Taxes paid	(58)	(24,395)	(21,513)
Taxes received	-	225		5,772	
	(2,919)	(30,118)	(23,572)
Net cash provided by operating activities	143,424	210,532		167,430	

Consolidated Statements of Cash Flows (cont'd)

NETVISION LT	D

	Year ended December 31, 2008 NIS thousar	2009	,	Year ended December 31, 2010
Cash flows from investing activities				
Purchase of property, plant and equipment	(72,309)	(103,181)	(65,205)
Purchase of intangible assets	(6,228)	(7,130)	(10,334)
Purchase of marketable securities	-	-		(228,936)
Cash used in acquisition of initially consolidated				<i>, , ,</i> ,
subsidiaries and activities (a)	(23,300)	(7,742)	-
Proceeds from sale of marketable securities and short-term				
deposits	37,514	-		42,428
Proceeds from sale of investments in previously				
consolidated subsidiaries (b)	213	-		-
Indemnification from insurance company for damage to property, plant				
and equipment	-	6,054		-
Net cash used in investing activities	(64,110)	(111,999)	(262,047)
Cash flows from financing activities				
Subsidiary shares buyback from non-controlling interests	-	-		(850)
Exercise of options and employee options	2,930	31,400		2,971
Short-term bank credit, net	53,107	(85,656)	5,501
Repayment of debentures (Series B)	-	(15,675)	(482)
Repayment of long-term loans	-	(8,750)	(36,148)
Receipt of long-term loans	-	191,727		2,000
Dividend paid to equity holders of the Company	-	(116,466)	(125,000)
Net cash from (used in) financing activities	56,037	(3,420)	(152,008)
Exchange differences on balances of cash and				
cash equivalents		(31)	6
cash equivalents	-	(31)	0
Increase (decrease) in cash and cash equivalents	135,351	95,082		(246,619)
Cash and cash equivalents at the beginning of the year	95,515	230,866		325,948
Cash and cash equivalents at the end of the year	230,866	325,948		79,329

Consolidated Statements of Cash Flows (cont'd)

NETVISION LTD.

(a)	consolidated subsidiaries and activities	Year ended December 31, 2008 NIS thousands	December 31,	Year ended December 31, 2010
	The subsidiaries' assets and liabilities at the date of acquir Working capital (excluding cash and cash	sition:		
	equivalents)	198	8,541	-
	Property, plant and equipment, net	(1,059) (1,320)	-
	Intangible assets, net	(22,439) (21,412)	-
	Liabilities for employee benefits	-	234	-
	Non-controlling interests	-	6,215	-
		(23,300) (7,742)	-
(b)	Proceeds from sale of investments in previously consolidated subsidiaries: The subsidiary's assets and liabilities at the date of sale: Working capital (excluding cash and cash equivalents) Capital gain	(169 382) - -	-
		213	-	-
(c)	Significant non-cash transactions: Conversion of debentures into shares Purchase of property, plant and equipment on credit	10,484 (23,984	761) (21,421)	29,893 (26,004)
	Classification of equity component of convertible debentures from liability to equity	9,574		
	Classification of receipts on account of options (Series 1) from liabilities to equity	9,974	_	-
	Deferred taxes recorded against reduction of goodwill	17,845	19,456	-

NETVISION LTD.

Condensed Consolidated Interim Statements of Financial position

	December		
	31,	June 30,	June 30,
	2010	2010	2011
	Audited	Unau	dited
	1	NIS thousands	
Current assets	70.220	102 (20	102 720
Cash and cash equivalents	79,329	183,628	102,730
Sort-term investments	187,264	96,060	60,170
Trade receivables, net	262,375	258,048	247,996
Other receivables	49,120	51,746	63,102
Inventory of purchased products	5,176	6,218	4,393
	583,264	595,700	478,391
Non-current assets			
Long-term receivables	13,189	13,219	16,632
Rights of use of communication lines	261,732	252,965	267,495
Property, plant and equipment, net	199,868	195,823	185,356
Goodwill	531,098	530,516	531,112
Intangible assets, net	39,548	49,092	36,647
Deferred tax assets	46,652	50,250	38,787
	1,092,087	1,091,865	1,076,029
	-,	_, . ,	_,,;
	1,675,351	1,687,565	1,554,420
Current liabilities	1,075,551	1,007,505	1,551,120
Short-term bank credit and current maturities of			
loans from banks	41,843	36,353	16,485
Trade payables	204,155	195,746	186,355
	129,845	118,471	128,898
Other payables			
Current maturities of long-term liabilities to trade payables	4,018	4,995	5,308
Current maturities of convertible debentures	177	440	-
	380,038	356,005	337,046
	380,038	550,005	337,040
Non-current liabilities			
Loans from banks	112,650	124,709	28,340
Deferred revenues in respect of rights of use of communication lines	56,995	59,715	55,181
Long-term liabilities to trade payables	9,885	11,653	12,172
Employee benefit liabilities	17,506	15,442	10,010
	197,036	211,519	105,703
	. ,	,	,
Equity attributable to owners of the Company			
Share capital	32,422	32,282	32,489
Share premium	1,091,830	1,084,266	1,094,613
Proceeds from conversion option on debentures	31	1,084,200 77	1,074,015
	51	11	-

Adjustments arising from translating financial statements (956) (550)						-	
Reserve for transactio	on with non-controlling inter	rests	(182)	-		(182)
Accumulated losses			(28,981)	(4,360)	(19,168)
Non-controlling intere	est		4,113		8,326		3,919
Total equity			1,098,27	7	1,120,04	-1	1,111,671
			1,675,35	1	1,687,56	5	1,554,420
August 8, 2011 Date of approval of financial statements	(Signed) Ami Erel Chairman of the Board of Directors	(Signed) Nir Sztern Chief Executive Officer	(Sign Ofir S Chief Finan	Sari	d		

NETVISION LTD.

Condensed Consolidated Interim Statements of Comprehensive Income

	Year ended Decembe		Three month pe	riad and ad	Six-month per	riad and ad
	31		Three-month period ended June 30,		June 3	
	2010		2010	2011	2010	2011
	Audited			Unauc		
			1	NIS thousands		
2	1 202 000	0	214.024	215.062	(20.025	(20.741
Revenues	1,302,908		314,024	315,063	628,035	638,741
Cost of revenues	1,060,463	3	250,658	240,653	504,294	496,593
Gross profit	242,445		63,366	74,410	123,741	142,148
cross prom	2.2,110		00,000	, ,,	120,7 11	1.2,1.0
Selling and marketing expenses	53,662		12,846	11,245	28,241	25,429
General and administrative						
expenses	65,672		16,723	16,570	32,603	31,920
Other operating expenses (income):						
Lawsuit settlement	-		-	8,964	-	8,964
Other income, net, from sale of						
subsidiary and other activities	8,036		-	(376)	-	(376)
Operating profit	115,075		33,797	38,007	62,897	76,211
.	5 2 47		020	1.040	1.077	1 200
Financing income	5,347)	938	1,048	1,877	1,308
Financing expenses Other income	(19,524 344)	(4,359) 344	(3,097) 312	(8,911) 344	(7,234) 312
Other meome	544		544	512	344	512
Income before taxes on income	101,242		30,720	36,270	56,207	70,597
Taxes on income	19,696		6,719	9,104	12,172	18,071
Net income	81,546		24,001	27,166	44,035	52,526
Other comprehensive						
income (loss), net of tax effect:						
A limiter sets a sising for m						
Adjustments arising from translating						
financial statements of foreign						
operations	(517)	307	_	155	_
Realization of capital reserve in	(017)	507		155	
respect of a foreign operation						
which has been sold	-		-	956	-	956
Actuarial loss from defined benefit						
plans, net	(2,192)	-	-	-	-
Total other comprehensive						
income (loss), net	(2,709)	307	956	155	956

Total comprehensive income	78,837	24.308	28,122	44,190	53,482
	10,001	2.,000	20,122	,190	00,102
Net income attributable to:					
Equity holders of the Company	84,871	24.051	27.117	44.225	51,846
Equity noticers of the Company	04,071	24,031	2/,11/	44,223	51,040