

MATAV CABLE SYSTEMS MEDIA LTD

Form 6-K

November 04, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

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

For the month of November 2003

Matav Cable Systems Media Ltd.

(Translation of registrant's name into English)

42 Pinkas Street
North Industrial Park
P.O. Box 13600
Netanya 42134
Israel

Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F 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

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Matav- Cable Systems Media Ltd.
(Registrant)

BY: /S/ Amit Levin

4 November 2003

Amit Levin
Chief Executive Officer

Print the name and title of the signing officer under his signature

SIGNATURES

BUSINESS NEWS

FOR IMMEDIATE RELEASE

**Dankner Investments Signs Non-Binding Memorandum to Sell As
Much as 19.99% of Matav to Delek Assets and Investments**

NETANYA, Israel, November 3, 2003 Matav-Cable Systems Media Ltd. (Nasdaq: MATV), a leading Israeli provider of digital cable television services, today announced that its parent company, Dankner Investments Ltd. (Dankner), signed a non-binding memorandum of understanding with Delek Assets and Investments (Delek), according to which Delek will purchase from Dankner 7% of Matav 's outstanding shares and voting rights in consideration for US\$18.9 million. In addition, Dankner will issue to Delek convertible bonds that if converted will amount to 12.99% of Matav 's outstanding shares and its voting rights, for consideration of US\$35.1 million, according to the memorandum of understanding.

The completion of the transaction and the issuance of the debentures depend on a number of conditions precedent, including the approval of regulatory bodies and the purchase of the cable activity of Tevel Israel International Communication Ltd. by Matav.

Matav is one of Israel 's three cable television providers, serving roughly 25 percent of the population. Matav 's investments include 7.4 percent of Partner Communications Ltd., a GSM mobile phone company and 10 percent of Barak I.T.C. (1995), one of the three international telephony providers in Israel.

(This press release contains forward-looking statements with respect to the Company 's business, financial condition and results of operations. These forward-looking statements are based on the current expectations of the management of Matav Cable only, and are subject to risk and uncertainties, including but not limited to changes in technology and market requirements, decline in demand for the company 's products, inability to timely develop and introduce new technologies, products and applications, loss of market share and pressure on pricing resulting from competition, which could cause the actual results or performance of the Company to differ materially from those contemplated in such forward-looking statements. The Company undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. For a more detailed description of the risk and uncertainties affecting the company, reference is made to the Company 's reports filed from time to time with the Securities and Exchange Commission.)

Contacts:

Ori Gur-Arieh, Counsel
Matav Cable Systems
Tel.: +972-9-860-2261

Ayelet Shiloni
Integrated Investor Relations
Tel.: +1-866-447-8633
Tel.: +972-56-883-336
avelet@integratedir.com
