MATAV CABLE SYSTEMS MEDIA LTD Form F-6 POS February 28, 2006

As filed with the Securities and Exchange Commission on February 28, 2006.

Registration No. 333-5004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts of

MATAV-CABLE SYSTEMS MEDIA LTD.

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Israel

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York

ADR Division

One Wall Stree, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Peter B. Tisne, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

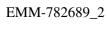
(212) 238-3010

It is proposed that this filing become effective under Rule 466

[x] immediately upon filing

[] on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box. []



EXPLANATORY NOTE

The offering made under this Registration Statement has been terminated. Accordingly, the Registrant hereby deregisters all remaining American Depositary Shares previously registered by this Registration Statement that have not been issued.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.	
Description of Securities to be Registered	
	Cross Reference Sheet
Location in Form of Receipt	
Item Number and Caption	
Filed Herewith as Prospectus	
Thea Herewith as Prospectus	
1.	
Name and address of depositary	
Introductory Article	

2.

Title of American Depositary Receipts and

Face of Receipt, top center
identity of deposited securities
Terms of Deposit:
The amount of deposited securities represented
Face of Receipt, upper right corner
by one unit of American Depositary Receipts
(ii)
The procedure for voting, if any,
Articles number 15, 16 and 18
the deposited securities
(iii)
The collection and distribution of
Articles number 4, 12, 13,
divi-dends
15 and 18
(iv)
The transmission of notices, reports
Articles number 11, 15, 16, 17, 18
and and proxy soliciting material

and 22

(v)
The sale or exercise of rights
Articles number 13, 14, 15 and 18
(vi)
The deposit or sale of securities
Articles number 12, 13, 15,
resulting from dividends, splits
17 and 18
or plans of reorganization
(vii)
Amendment, extension or termination
Articles number 20 and 21
of the deposit agreement
(viii)
Rights of holders of Receipts to inspect
Article number 11
the transfer books of the depositary and
the list of holders of Receipts
(ix)
Restrictions upon the right to deposit

Articles number 2, 3, 4, 5, 6,

or withdraw the underlying securities
8 and 23
(x)
Limitation upon the liability
Articles number 14, 18,19 and 21
of the depositary
3.
Fees and Charges
Articles number 7 and 8
Item - 2.
Available Information
Public reports furnished by issuer
Article number 11

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PART II
INFORMATION NOT REQUIRED IN PROSPECTUS
Item - 3.
<u>Exhibits</u>
a.
Form of Amended and Restated Deposit Agreement among Matav-Cable Systems Media Ltd., The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder Filed previously.
b.
Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented Not applicable.
c.
Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed previously.
e.
Certification under Rule 466 - Filed herewith as Exhibit 5.
Item - 4.
<u>Undertakings</u>
Previously filed.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 28, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of Matav-Cable System Media Ltd.
By:
The Bank of New York,
As Depositary
By: /s/ Andrew J. Zelter
Andrew J. Zelter
Managing Director
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Pursuant to the requirements of the Securities Act of 1933, Matav-Cable Systems Media Ltd. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Israel on February 28, 2006.

MATAV-CABLE SYSTEMS MEDIA LTD.
By: /s/ Meir Srebernik
Name: Meir Srebernik
Title: Chief Executive Officer
By: /s/ Tal Peres
Name: Tal Peres
Title: Chief Financial Officer
Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by th following persons in the capacities indicated on February 28, 2006.
Tonowing persons in the capacities indicated on recruit j 20, 2000.
/s/ Meir Srebernik
Chief Executive Officer and Chairman of the
Name:

Meir Srebernik

Board of Directors (principal executive officer)

<u>/s/ Tal Peres</u>
Chief Financial Officer
Name: Tal Peres
(principal financial and accounting officer)
/s/ Moshe Amit
Director
Name: Moshe Amit
/s/ Asaf Bartfeld
Director
Name: Asaf Bartfeld
/s/ Shimon Cheifetz
Director
Name: Shimon Cheifetz
/s/ Hanania Gibstein

Director

Name: Hanania Gibstein
/s/ Gabriel Last
Director
Name: Gabriel Last
/s/ Menashe Raz
Director
Name Marcela Dec
Name: Menashe Raz
/s/ Yair Keusch
Director
Name: Yair Keusch
D'actor
Director
Name: Yeshayahu Drori
/s/ Gregory F. Lavelle

Authorized U.S. Representative

Name: Gregory F. Lavelle

Puglisi & Associates	
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	INDEX TO EXHIBITS
E-1.1.4	
Exhibit	
<u>Letter</u>	
<u>Exhibit</u>	
EXHIBIT	
5	
Certification under Rule 466.	
Commeanon under Ruit 400.	

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