

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13D/A  
March 22, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)

G. Willi-Food International Ltd.

-----  
(Name of Issuer)

Ordinary Shares, nominal value NIS 0.10 per Share

-----  
(Title of Class of Securities)

0-29256

-----  
(CUSIP Number)

Zvi Williger, 3 Nahal Snir Street, Yavne 81224, ISRAEL  
Telephone: 972-8-932-2233

with a copy to:

Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, New York 10022  
Attn: Peter S. Kolevzon  
212-715-9100

-----  
Name, Address and Telephone Number of Persons Authorized to Receive  
Notices and Communications

See Item 5

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box: [ ]

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-----  
1 NAME OR REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Willifood Investments Ltd.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)  
OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Israel

|   |    |  |
|---|----|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br>-0-   |
|   | 8  | SHARED VOTING POWER<br>6,316,037 Ordinary Shares (see Item 5)      |
|   | 9  | SOLE DISPOSITIVE POWER<br>-0-                                      |
|   | 10 | SHARED DISPOSITIVE POWER<br>6,316,037 Ordinary Shares (see Item 5) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
6,316,037 Ordinary Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
73.31%

14 TYPE OF REPORTING PERSON  
CO

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1 NAME OR REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Joseph Williger

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)

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OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Israel

|   |    |  |
|---|----|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br>0 Ordinary Shares                             |
|   | 8  | SHARED VOTING POWER<br>6,316,037 Ordinary Shares (see Item 5)      |
|   | 9  | SOLE DISPOSITIVE POWER<br>0 Ordinary Shares                        |
|   | 10 | SHARED DISPOSITIVE POWER<br>6,316,037 Ordinary Shares (see Item 5) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
6,316,037 Ordinary Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
73.31%

14 TYPE OF REPORTING PERSON  
IN

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1 NAME OR REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Zvi Williger

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)  
OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Israel

|                                     |   |   |
|-------------------------------------|---|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY | 7 | SOLE VOTING POWER<br>0 Ordinary Shares                        |
|                                     | 8 | SHARED VOTING POWER<br>6,316,037 Ordinary Shares (see Item 5) |

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|             |   |  |
|-------------|---|--|
| OWNED BY    | -----   |  |
| EACH        | 9   | SOLE DISPOSITIVE POWER                 |
| REPORTING   |   | 0 Ordinary Shares                      |
| PERSON WITH | -----   |  |
|             | 10  | SHARED DISPOSITIVE POWER               |
|             |   | 6,316,037 Ordinary Shares (see Item 5) |
| -----       |   |  |
| 11          | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:   |  |
|             | 6,316,037 Ordinary Shares                                       |  |
| -----       |   |  |
| 12          | CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES |  |
|             | <input type="checkbox"/>  |  |
| -----       |   |  |
| 13          | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)              |  |
|             | 73.31%  |  |
| -----       |   |  |
| 14          | TYPE OF REPORTING PERSON  |  |
|             | IN  |  |
| -----       |   |  |

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Item 1. Security and Issuer.

This Amendment No. 3 amends and supplements the Schedule 13D dated October 7, 2002 (the "Schedule 13D") filed with the Securities and Exchange Commission by Willifood Investments Ltd. ("WIL"), Joseph Williger ("JW") and Zvi Williger ("ZW", and together with WIL and JW, the "Reporting Persons") with respect to the ordinary shares, NIS 0.10 nominal value per share (the "Ordinary Shares"), of G. Willi-Food International Ltd. (the "Issuer"), a corporation organized under the laws of Israel. Except as provided herein, none of the information reported in the Schedule 13D has been modified and the information reported therein is true and correct as of the date it was filed.

Item 5 of the Schedule 13D, "Interest in Securities of the Issuer," is amended and supplemented by adding the following paragraphs at the end thereof:

(n) As of March 22, 2005, (i) WIL beneficially owned 6,316,037 Ordinary Shares, equal to approximately 73.31% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 6,316,037 Ordinary Shares, equal to approximately 73.31% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 6,316,037 Ordinary Shares, equal to approximately 73.31% of the total number of Ordinary Shares outstanding as of that date.

(o) As of March 22, 2005, WIL, JW and ZW have shared voting and dispositive power over the 6,316,037 Ordinary Shares that are beneficially owned by WIL. JW and ZW have no agreement to act as a group with respect to shares beneficially owned by the other or by WIL. Under Israeli law, ZW is deemed to be the controlling shareholder of WIL and has the ability to control the Company's management and policies, including matters requiring shareholders approval such as election of directors. Under Israeli law, JW, who owns approximately 20% of the ordinary shares of WIL, is not deemed to be a group with ZW or a controlling shareholder of the Company.

(p) The following table sets forth all of the transactions in Ordinary Shares by each of the Reporting Persons since the filing of Amendment No.2 to the Schedule 13D dated February 10, 2005:

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| Date     | Purchase (Sale)<br>of Ordinary<br>Shares by WIL | Purchase (Sale)<br>of Ordinary<br>Shares by JW | Purchase (Sale)<br>of Ordinary<br>Shares by ZW | Price per |
|----------|---|--|--|-----------|
| 03/10/05 | (3,300)   | --   | --   | \$7.73    |
| 03/10/05 | (7,200)   | --   | --   | 7.82      |
| 03/11/05 | (10,100)  | --   | --   | 7.54      |
| 03/14/05 | (20,287)  | --   | --   | 7.09      |
| 03/15/05 | (27,600)  | --   | --   | 7.55      |
| 03/15/05 | --  | --   | (1,000)  | 7.70      |
| 03/15/05 | --  | --   | (1,000)  | 7.75      |
| 03/15/05 | --  | --   | (1,000)  | 7.80      |
| 03/15/05 | --  | --   | (1,000)  | 7.85      |
| 03/16/05 | (15,000)  | --   | --   | 7.97      |

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| Date     | Purchase (Sale)<br>of Ordinary<br>Shares by WIL | Purchase (Sale)<br>of Ordinary<br>Shares by JW | Purchase (Sale)<br>of Ordinary<br>Shares by ZW | Price per |
|----------|---|--|--|-----------|
| 03/16/05 | --  | --   | (1,000)  | \$7.88    |
| 03/16/05 | --  | --   | (1,000)  | 7.90      |
| 03/16/05 | --  | --   | (1,000)  | 7.95      |
| 03/16/05 | --  | --   | (1,000)  | 7.98      |
| 03/17/05 | (2,500)   | --   | --   | 8.02      |
| 03/18/05 | (24,138)  | --   | --   | 7.89      |
| 03/21/05 | (43,200)  | --   | --   | 7.48      |
|          | (153,325)                                       |  | (8,000)  |           |

\* Expressed in U.S. dollars before brokers' commission.

[Remainder of page intentionally left blank;  
signatures on next page]

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SIGNATURES

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After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this Amendment No. 3 to Schedule 13D is true, correct and complete.

Dated: March 22, 2005 Willifood Investments Ltd.

By: /s/ Joseph Williger  
-----  
Joseph Williger  
Chief Executive Officer

Dated: March 22, 2005

/s/ Joseph Williger  
-----  
Joseph Williger

Dated: March 22, 2005

/s/ Zvi Williger  
-----  
Zvi Williger

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Schedule I

Set forth below are the names of the directors and executive officers of Willifood Investments Ltd. and their present business addresses, principal occupation or employment and citizenship.

| Name of Director<br>----- | Business address<br>-----                    | Principal Occupation<br>-----                   | Citizenship<br>----- |
|---------------------------|--|---|----------------------|
| Joseph Williger           | 3 Nahal Snir Street<br>Yavne 81224<br>Israel | Chief Executive Officer<br>and Director         | Israel               |
| Zvi Williger              | 3 Nahal Snir Street<br>Yavne 81224<br>Israel | Chief Operating Officer<br>and Director         | Israel               |
| Gil Hochboim              | 3 Nahal Snir Street<br>Yavne 81224<br>Israel | Chief Financial Officer                         | Israel               |
| Shlomo Kleiman            | 49 Hagalil St., Haifa,<br>Israel             | Headmaster, Yavne school<br>- Haifa             | Israel               |
| Eli Erlich                | 43 Oranim St.,<br>Ramat-Efal, Israel         | Chief Executive Officer of<br>insurance agency. | Israel               |
| Sigal Grinboim            | 7 Barazani St., Tel-Aviv,<br>Israel          | Chief Financial Officer of<br>HOMI.             | Israel               |