

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13D/A  
November 06, 2012

---

---

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 22)

G. Willi-Food International Ltd.

---

(Name of Issuer)

Ordinary Shares, nominal value NIS 0.10 per share

---

(Title of Class of Securities)

M52523103  
(CUSIP Number)

4 Nahal Harif St.,  
Yavne 81224, Israel  
Attention: Zwi Williger

Telephone: 972-8-932-1000

with a copy to:

Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co.  
One Azrieli Center  
Tel Aviv 67021, Israel  
Attn: Perry Wildes, Adv.  
972-3-607-4444

---

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

See Item 1

---

(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: "



CUSIP

SCHEDULE 13D

Page 2 of 9 Pages

No.: M52523103

Note: Schedules filed in paper format should include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

---

CUSIP  
No.: M52523103

SCHEDULE 13D

Page 3 of 9 Pages

1 NAME OR REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Willi-Food Investments Ltd.

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

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES 8 SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY 7,497,701 Ordinary Shares  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING  
PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

7,497,701 Ordinary Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,497,701 Ordinary Shares

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

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

57.79%

14 TYPE OF REPORTING PERSON

CO

---

CUSIP  
No.: M52523103

SCHEDULE 13D

Page 4 of 9 Pages

- 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)  o  
(b)  y
- 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)  
  
 o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
  
Israel
- |   |    |                          |                                |
|---|----|--------------------------|--------------------------------|
|   | 7  | SOLE VOTING POWER        |                                |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    |                          | 0 Ordinary Shares (see Item 5) |
|   | 8  | SHARED VOTING POWER      |                                |
|   |    |                          | 7,497,701 Ordinary Shares      |
|   | 9  | SOLE DISPOSITIVE POWER   |                                |
|   |    |                          | 0 Ordinary Shares (see Item 5) |
|   | 10 | SHARED DISPOSITIVE POWER |                                |
|   |    |                          | 7,497,701 Ordinary Shares      |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
  
7,441,020 Ordinary Shares
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  
  
 o
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
57.79%

14 TYPE OF REPORTING PERSON  
IN

---

CUSIP  
No.: M52523103

SCHEDULE 13D

Page 5 of 9 Pages

- 1 NAME OR REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Zwi Williger
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  o  
(b)  y
- 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)  
  
 o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
  
Israel
- |   |    |                          |                                      |
|---|----|--------------------------|--------------------------------------|
|   | 7  | SOLE VOTING POWER        | 504,407 Ordinary Shares (see Item 5) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  | SHARED VOTING POWER      | 7,497,701 Ordinary Shares            |
|   | 9  | SOLE DISPOSITIVE POWER   | 504,407 Ordinary Shares (see Item 5) |
|   | 10 | SHARED DISPOSITIVE POWER | 7,497,701 Ordinary Shares            |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
8,002,108 Ordinary Shares
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  
  
 o
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
61.68%



14 TYPE OF REPORTING PERSON

IN

---

CUSIP  
No.: M52523103

SCHEDULE 13D

Page 6 of 9 Pages

Item 1. Security and Issuer.

This Amendment No. 22 (the "Amendment") amends and supplements the Schedule 13D dated October 7, 2002, as amended (the "Schedule 13D"), originally filed with the Securities and Exchange Commission by Willi-Food Investments Ltd. ("WIL"), Mr. Zwi Williger ("ZW") and Mr. Joseph Williger ("JW"), and together with WIL and ZW, the "Reporting Persons").

The Amendment relates to the ordinary shares, NIS 0.10 nominal value per share (the "Ordinary Shares"), of G. Willi-Food International Ltd. (the "Issuer"), an Israeli corporation with principal executive offices at 4 Nahal Harif St., Yavne 81224, 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 hereof.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D, "Source and Amount of Funds or Other Consideration" is amended by adding the following paragraph:

The working capital of WIL was used to acquire an additional 192,500 Ordinary Shares.

Item 5. Interest in Securities of the Issuer.

Item 5 of Schedule 13D, "Interest in Securities of the Issuer" is amended and restated to read as follows:

(a) As of November 6, 2012, (i) WIL beneficially owned 7,497,701 Ordinary Shares, equal to approximately 57.79% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 7,497,701 Ordinary Shares, equal to approximately 57.79% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 8,002,108 Ordinary Shares, equal to approximately 61.68% of the total number of Ordinary Shares outstanding as of that date.

---

CUSIP

SCHEDULE 13D

Page 7 of 9 Pages

No.: M52523103

(b) As of November 6, 2012, WIL, ZW, and JW have shared voting and dispositive power over 7,497,701 Ordinary Shares that are beneficially owned by them and ZW has sole voting and dispositive power over 504,407 Ordinary Shares. WIL, JW, and ZW have no agreement to act as a group with respect to the shares beneficially owned by the other.

(c) The following table sets forth all of the transactions in Ordinary Shares that were effected by each of the Reporting Persons during the sixty days prior to the filing date of this Amendment No. 22 to Schedule 13D. All transactions were effected on the NASDAQ Capital Market:

| Date     | Purchase<br>of Ordinary<br>Shares by<br>WIL | Sale of<br>Ordinary<br>Shares by<br>JW | Sale of<br>Ordinary<br>Shares by<br>ZW | Price Per Share * |
|----------|---|--|--|-------------------|
| 10/17/12 | 6,065                                       | ---                                    | ---                                    | US \$4.15         |
| 0/18/12  | 2,800                                       | ---                                    | ---                                    | US \$4.15         |
| 10/25/12 | 4,612                                       | ---                                    | ---                                    | US \$4.15         |
| 10/31/12 | 2,900                                       | ---                                    | ---                                    | US \$4.20         |
| 11/02/12 | 2,526                                       | ---                                    | ---                                    | US \$4.20         |
| 11/05/12 | 56,681                                      | ---                                    | ---                                    | US \$4.18         |

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

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

CUSIP  
No.: M52523103

SCHEDULE 13D

Page 8 of 9 Pages

SIGNATURES

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 Statement is true, correct and complete.

Dated: November 6, 2012

Willi-Food Investments Ltd.

By: /s/ Joseph Williger  
Name: Joseph Williger  
Title: Chairman

Dated: November 6, 2012

/s/ Joseph Williger  
Joseph Williger

Dated: November 6, 2012

/s/ Zwi Williger  
Zwi Williger

---

CUSIP  
No.: M52523103

SCHEDULE 13D

Page 9 of 9 Pages

Schedule 1

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

| Name of Director | Business address                               | Principal Occupation    | Citizenship |
|------------------|--|-------------------------|-------------|
| Joseph Williger  | 4 Nahal Harif St.,<br>Yavne 81224, Israel      | President and Director  | Israel      |
| Zwi Williger     | 4 Nahal Harif St.,<br>Yavne 81224, Israel      | Chairman and Director   | Israel      |
| Gil Hochboim     | 4 Nahal Harif St.,<br>Yavne 81224, Israel      | Chief Executive Officer | Israel      |
| Raviv Segal      | 4 Nahal Harif St.,<br>Yavne 81224, Israel      | Chief Financial Officer | Israel      |
| Israel Adler     | 18 Alterman St.,<br>Kefar Saba Israel          | Lawyer                  | Israel      |
| Shlomit Penn     | 4 Hasachkav St.,<br>Raanana Israel             | VP – Radware            | Israel      |
| Shmuel Mesenberg | 15 Hafetz Mordechai St.,<br>Petah Tikva Israel | Director                | Israel      |