

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13D/A  
March 23, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 15)

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: [ ]

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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.

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\* 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).

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- |       |   |                           |
|-------|---|---------------------------|
| 1     | NAME OR REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br><br>Willi-Food Investments Ltd.            |                           |
| ----- |   |                           |
| 2     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |                           |
| ----- |   |                           |
| 3     | SEC USE ONLY  |                           |
| ----- |   |                           |
| 4     | SOURCE OF FUNDS<br>WC   |                           |
| ----- |   |                           |
| 5     | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)<br>OR 2(e) <input type="checkbox"/>              |                           |
| ----- |   |                           |
| 6     | CITIZENSHIP OR PLACE OF ORGANIZATION:<br>Israel   |                           |
| ----- |   |                           |
| 7     | SOLE VOTING POWER   | -0-                       |
| 8     | SHARED VOTING POWER   | 7,122,137 Ordinary Shares |
| 9     | SOLE DISPOSITIVE POWER  | -0-                       |
| 10    | SHARED DISPOSITIVE POWER  | 7,122,137 Ordinary Shares |
| ----- |   |                           |
| 11    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:<br>7,122,137 Ordinary Shares                                  |                           |
| ----- |   |                           |
| 12    | CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES<br><input type="checkbox"/>                                 |                           |
| ----- |   |                           |
| 13    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>69.36%  |                           |

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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)  
OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 7,020 Ordinary Shares (see Item 5)
	8	SHARED VOTING POWER 7,122,137 Ordinary Shares
	9	SOLE DISPOSITIVE POWER 7,020 Ordinary Shares (see Item 5)
	10	SHARED DISPOSITIVE POWER 7,122,137 Ordinary Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
7,129,157 Ordinary Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69.43%

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

Zwi 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 367,000 Ordinary Shares (see Item 5)
	8	SHARED VOTING POWER 7,122,137 Ordinary Shares
	9	SOLE DISPOSITIVE POWER 367,000 Ordinary Shares (see Item 5)
	10	SHARED DISPOSITIVE POWER 7,122,137 Ordinary Shares
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 7,489,137 Ordinary Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
72.94%

14 TYPE OF REPORTING PERSON  
IN

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 15 (the "AMENDMENT") amends and supplements the Schedule

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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 the additional 96,930 shares of the Issuer. The personal funds of JW were used to acquire 7,020 shares of the Issuer. ZW acquired 367,000 shares of the Issuer through the foreclosure on a loan made to Mr. Arieh Bar Lev (Arcadi Gaydamak). See Item 5(c) below.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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

(a) As of March 23, 2009, (i) WIL beneficially owned 7,122,137 Ordinary Shares, equal to approximately 69.36% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 7,129,157 Ordinary Shares, equal to approximately 69.43% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 7,489,137 Ordinary Shares, equal to approximately 72.94% of the total number of Ordinary Shares outstanding as of that date.

(b) As of March 23, 2009, WIL, ZW, and JW have shared voting and dispositive power over the 7,122,137 Ordinary Shares that are beneficially owned by them. JW has sole voting and dispositive power over 7,020 Ordinary Shares. ZW has sole voting and dispositive power over 367,000 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 by each of the Reporting Persons since the filing of Amendment No. 14 to the Schedule 13D dated January 7, 2009:

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DATE	PURCHASE OF ORDINARY SHARES BY WIL	PURCHASE OF ORDINARY SHARES BY JW	PURCHASE OF ORDINARY SHARES BY ZW	PRICE PER SHARE *
01/05/09	100	---	---	US \$1.40

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01/14/09	3,200	---	---	US \$1.44
01/15/09	3,470	---	---	US \$1.44
01/16/09	7,595	---	---	US \$1.45
01/20/09	900	---	---	US \$1.42
01/21/09	380	---	---	US \$1.40
01/22/09	1,000	---	---	US \$1.44
01/23/09	4,700	---	---	US \$1.44
01/26/09	2,900	---	---	US \$1.45
01/27/09	1,850	---	---	US \$1.45
01/28/09	2,000	---	---	US \$1.44
01/29/09	1,000	---	---	US \$1.45
01/30/09	1,770	---	---	US \$1.42
02/02/09	1,500	---	---	US \$1.45
02/03/09	2,140	---	---	US \$1.45
02/04/09	3,255	---	---	US \$1.43
02/05/09	5,400	---	---	US \$1.43
02/09/09	600	---	---	US \$1.42
02/11/09	3,725	---	---	US \$1.42
02/12/09	2,145	---	---	US \$1.43
02/13/09	3,129	---	---	US \$1.43
02/17/09	19,496	---	---	US \$1.45
02/18/09	24,675	---	---	US \$1.45
03/17/09	---	520	---	US \$1.00
03/18/09	---	6,500	---	US \$1.00
03/18/09	---	---	367,000	**

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

\*\* According to a loan agreement signed on September 1, 2008, ZW provided a loan to Mr. Arieh Bar Lev (Arcadi Gaydamak) in the amount of approximately USD 4.5 million (see Amendment No. 12 dated October 16, 2008). This loan was secured, among others, by a lien on the 367,000 Issuer shares acquired by Mr. Arieh Bar Lev (Arcadi Gaydamak) on May 28, 2008 (see Amendment No. 11 dated July 9, 2008) (the "SHARES"). The maturity date of the loan was October 16, 2008, and it was not repaid. Under the loan agreement, the shares were foreclosed by ZW on March 18, 2009.

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SIGNATURES ON NEXT PAGE]

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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: March 23, 2009

Willi-Food Investments Ltd.

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By: /s/ Joseph Williger

-----  
Joseph Williger  
Chairman

Dated: March 23, 2009

By: /s/ Joseph Williger

-----  
Joseph Williger

Dated: March 23, 2009

By: /s/ Zwi Williger

-----  
Zwi Williger

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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 -----
Joseph Williger	4 Nahal Harif St., Yavne 81224, Israel	Chief Executive Officer and Director
Zwi Williger	4 Nahal Harif St., Yavne 81224, Israel	Chief Operating Officer and Director
Gil Hochboim	4 Nahal Harif St., Yavne 81224, Israel	Vice President
Ety Sabach	4 Nahal Harif St., Yavne 81224, Israel	Chief Financial Officer
Israel Adler	18 Alterman St., Kefar Saba Israel	Lawyer
Sigal Grinboim	7 Barazani St., Tel-Aviv Israel	CPA
Shmuel Mesenberg	15 Hafetz Mordechai St., Petah Tikva Israel	Director