

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13D/A  
September 30, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 18)

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  
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  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

-----  
8 SHARED VOTING POWER

7,151,737 Ordinary Shares

-----  
9 SOLE DISPOSITIVE POWER

-0-

-----  
10 SHARED DISPOSITIVE POWER

7,151,737 Ordinary Shares

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,151,737 Ordinary Shares

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

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

69.65%

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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 41,677 Ordinary Shares (see Item 5)
	8	SHARED VOTING POWER 7,151,737 Ordinary Shares
	9	SOLE DISPOSITIVE POWER 41,677 Ordinary Shares (see Item 5)
	10	SHARED DISPOSITIVE POWER 7,151,737 Ordinary Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
7,193,414 Ordinary Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
70.06%

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 547,457 Ordinary Shares (see Item 5)
	8	SHARED VOTING POWER 7,151,737 Ordinary Shares
	9	SOLE DISPOSITIVE POWER 547,457 Ordinary Shares (see Item 5)
	10	SHARED DISPOSITIVE POWER 7,151,737 Ordinary Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
7,699,194 Ordinary Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
74.98%

14 TYPE OF REPORTING PERSON  
IN

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 18 (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 an additional 29,600 shares of the Issuer. The personal funds of JW were used to acquire 2,837\* shares of the Issuer (JW also sold 45,765 shares of the Issuer). The personal funds of ZW were used to acquire 29,219 shares of the Issuer.

## 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 September 30, 2009, (i) WIL beneficially owned 7,151,737 Ordinary Shares, equal to approximately 69.65% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 7,193,414 Ordinary Shares, equal to approximately 70.06% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 7,699,194 Ordinary Shares, equal to approximately 74.98% of the total number of Ordinary Shares outstanding as of that date.

(b) As of September 30, 2009, WIL, ZW, and JW have shared voting and dispositive power over 7,151,737 Ordinary Shares that are beneficially owned by them. JW has sole voting and dispositive power over 41,677 Ordinary Shares. ZW has sole voting and dispositive power over 547,457 Ordinary Shares. WIL, JW, and ZW have no agreement to act as a group with respect to the shares beneficially owned by the other.

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\* Includes 1,337 Ordinary Shares purchased by JW prior to the filing of Amendment No. 16 to the Statement and inadvertently omitted from Amendment No. 16 to the Statement.

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(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. 17 to the Schedule 13D dated June 15, 2009:

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DATE	PURCHASE OF ORDINARY SHARES BY WIL	PURCHASE (SALE) OF ORDINARY SHARES BY JW	PURCHASE OF ORDINARY SHARES BY ZW	PRICE PER SHARE *
03/25/09**	---	200	---	US \$1.10
04/07/09**	---	200	---	US \$1.40
04/23/09**	---	721	---	US \$1.40
04/28/09**	---	216	---	US \$1.45
05/05/09***	---	(50)	---	US \$1.50
06/15/09	---	1,500	2,522	US \$2.25
06/16/09	---	---	3,751	US \$2.25
06/24/09	---	---	200	US \$2.00
06/26/09	---	---	1,100	US \$2.20
07/14/09	---	---	4,055	US \$2.38
07/15/09	---	---	6,800	US \$2.45
07/16/09	---	---	4,198	US \$2.48
07/23/09	---	---	2,718	US \$2.89
07/24/09	---	---	650	US \$3.00
08/03/09	---	---	1,100	US \$3.14
08/05/09	---	---	100	US \$3.14
08/06/09	---	---	2,025	US \$3.20
08/27/09	---	(1,200)	---	US \$4.20
08/27/09	29,600	---	---	US \$3.61
08/28/09	---	(27,400)	---	US \$4.24
09/21/09	---	(2,000)	---	US \$4.25
09/22/09	---	(3,800)	---	US \$4.26
09/23/09	---	(1,165)	---	US \$4.26
09/29/09	---	(10,200)	---	US \$4.26

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

\*\* Inadvertently omitted from Amendment No. 16 to the Statement.

\*\*\* In Amendment No. 16 to the Statement, a purchase of 3,700 Ordinary Shares was mistakenly reported as a purchase of 3,750 Ordinary Shares.

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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: September 30, 2009

Willi-Food Investments Ltd.

By: /s/ Joseph Williger

Joseph Williger

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Chairman

Dated: September 30, 2009

By: /s/ Joseph Williger  
-----  
Joseph Williger

Dated: September 30, 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