

G WILLI FOOD INTERNATIONAL LTD

Form 6-K

August 03, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of August 2018

G. Willi-Food International Ltd.

(Translation of registrant's name into English)

4 Nahal Harif St., Yavne, Israel 81106

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

Edgar Filing: G WILLI FOOD INTERNATIONAL LTD - Form 6-K

G. Willi-Food International Ltd. (NASDAQ: WILC) (the "Company") announced that at the Annual General Meeting of Shareholders held yesterday, the following proposals were approved by the shareholders by the requisite majority:

Proposal 1: To re-elect Mr. Zwi Williger, Mr. Joseph Williger, Mr. Gil Hochboim, Mr. David Donin, and Mr. Victor Bar as directors of the Company, each to hold office subject to the Company's Articles of Association and the Israeli Companies Law, 5759-1999;

Proposal 2: To elect Mrs. Einav Brar as an External Director of the Company for a period of three years commencing as of the date of approval by the Meeting and to approve her compensation;

Proposal 3: To elect Mr. Idan Ben-Shitrit as an External Director of the Company for a period of three years as of the date of approval by the Meeting and to approve his compensation;

Proposal 4: To appoint BDO Ziv Haft as the Company's new independent accounting firm for the year ending December 31, 2018 and for the period until the next Annual General Meeting of the Company's shareholders;

Proposal 5: To approve exemption and indemnification letters for (i) Mrs. Einav Brar and Mr. Idan Ben-Shitrit, commencing as of the date of approval by the Meeting, and (ii) Mr. Gil Hochboim, Mr. David Donin and Mr. Victor Bar commencing as of June 20, 2017; and

Proposal 6: To approve the terms of office of Mr. Michael Luboschitz, in his capacity as the Company's chief executive officer, in accordance with the terms of the Compensation Policy.

This Form 6-K is hereby incorporated by reference in the Registration Statements on Form F-3 (File No. 333-11848 and 333-138200) of the Registrant.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

G. Willi-Food International Ltd.

By: /s/ Amir Kaplan
 Name: Amir Kaplan
 Title: Chief Financial Officer

Date: August 3, 2018

ght-width: 1; border-bottom-width:1"> Common Shares 257,791.9 ⁽¹⁸⁾ I ⁽⁶⁾ See footnote ⁽⁶⁾ Common Shares
 392,438.513 ⁽¹⁹⁾ I ⁽⁷⁾ See footnote ⁽⁷⁾ Common Shares 23,638.233 ⁽²⁰⁾ I ⁽⁸⁾ See footnote ⁽⁸⁾ Common
 Shares 221,104.986 ⁽²¹⁾ I ⁽⁹⁾ See footnote ⁽⁹⁾ Common Shares 441.269 ⁽²²⁾ I ⁽¹³⁾ See footnote ⁽¹³⁾
 Common Shares 397,039.079 I ⁽¹⁴⁾ See footnote ⁽¹⁴⁾ Common Shares 02/27/2007 P 57,000 A \$ 58.55
 4,703,115.481 ⁽²³⁾ I ⁽¹⁵⁾ See footnote ⁽¹⁵⁾ Common Shares 02/28/2007 P 10,500 A \$ 57.46 4,713,615.481 I ⁽¹⁵⁾ See
 footnote ⁽¹⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 25.78					04/26/2004	04/26/2014	Common Stock	2,500
Stock Option	\$ 33.22					05/06/2005	05/06/2015	Common Stock	2,500
Phantom Stock ⁽¹²⁾	\$ 56.32 ⁽¹⁰⁾					<u>(11)</u>	<u>(11)</u>	Common Stock	110.085

Stock	\$ 40.35	05/01/2006	05/01/2016	Common	2,500
Option				Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUL B FRANCIS II 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814	X	X	Chief Executive Officer	

Signatures

Scott V. Schneider, by Power of
Attorney

03/01/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Owned by the Elizabeth Willoughby Saul Trust, of which the reporting person is sole beneficiary. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
 - (2) Owned by The Sharon Elizabeth Saul Trust, of which the reporting person is sole beneficiary. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
 - (3) Owned by the Patricia English Saul Trust, of which the reporting person is sole beneficiary. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
 - (4) Owned by Patricia E. Saul, the reporting person's spouse.
Owned by The B.F. Saul Company Employees' Profit Sharing Reinvestment Trust (the "Pension Trust", a profit sharing retirement plan for the benefit of the employees of B.F. Saul Company and other participating employers. The Pension Trust is administered by four trustees, one of which is the reporting person. The reporting person disclaims beneficial ownership of the securities in the Pension Trust that exceed his pecuniary interest in the Pension Trust.
 - (5) Owned by B.F. Saul Property Company, which is a wholly-owned subsidiary of B.F. Saul Company, of which the reporting person is Chairman of the Board and Chief Executive Officer.
 - (6) Owned by Dearborn, L.L.C., the sole member of which is B.F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
 - (7) Owned by Van Ness Square Corporation, of which the reporting person is Chairman of the Board and Chief Executive Officer.
 - (8) Owned by B.F. Saul Company, of which the reporting person is Chairman of the Board and Chief Executive Officer.
 - (9) 1 for 1
 - (10) Under the terms of the reporting person's Deferred Fee Agreement, payment of shares of the issuer's common stock commences at such time as the reporting person ceases to be a director of the issuer. Payment will be a lump sum upon termination of directorship.
Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.
 - (11) Owned by Avenel Executive Park, PH II L.L.C., the sole member of which is B.F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
 - (12)
 - (13)

Edgar Filing: G WILLI FOOD INTERNATIONAL LTD - Form 6-K

- (14) Owned by Westminster Investing Corporation, of which the reporting person is Chairman of the Board and Chief Executive Officer.
- (15) Owned by B.F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
- (16) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 10.786 shares.
- (17) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 555.330 shares.
- (18) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 3,845.518 shares.
- (19) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 17,611.300 shares.
- (20) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 4,766.711 shares.
- (21) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 1,763.325 shares.
- (22) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 90.817 shares.
- (23) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 57,395.500 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.