

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13G  
December 07, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )<sup>1</sup>**

**G. WILLI-FOOD INTERNATIONAL LTD.**

**(Name of Issuer)**

**Ordinary Shares, NIS 0.10 nominal value per share**

**(Title of Class of Securities)**

**M52523103**

**(CUSIP Number)**

**January 30, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

x Rule 13d-1(d)

1 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*).

(Continued on following page(s))

CUSIP No. M52523103

1. Names of Reporting Persons.

Brian Gaines

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power:

Number of

Shares 168,910

6. Shared Voting Power:

Beneficially

Owned by 634,913

7. Sole Dispositive Power:

Each

Reporting

Person 168,910

8. Shared Dispositive Power:

with:

634,913

9. Aggregate Amount Beneficially Owned by Each Reporting Person

803,823

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.1%

12. Type of Reporting Person (See Instructions)

IN

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**Item 1(a). Name of Issuer:**

G. Willi-Food International Ltd.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

4 Nahal Harif St., Yavne 81224, Israel

**Item 2(a). Name(s) of Person(s) Filing:**

Brian Gaines

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

18 Burr Farms Road, Westport, Connecticut 06880

**Item 2(c). Citizenship:**

Mr. Gaines is a citizen of the United States.

**Item 2(d). Title of Class of Securities:**

Ordinary shares, NIS 0.10 nominal value per share

**Item 2(e). CUSIP Number:**

M52523103

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act, (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with §240.13d (b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable

**Item 4. Ownership:**

**(a) Amount beneficially owned:**

Mr. Gaines owns 128,959 shares for his own account and may be deemed to beneficially own an additional 39,951 shares held for the benefit of immediate family members in accounts Mr. Gaines controls.

In addition, Mr. Gaines may be deemed to indirectly beneficially own 634,913 shares directly beneficially owned by Springhouse Capital (Master), L.P. (the Fund ) by virtue of (i) being the managing member of the general partner of Springhouse Capital Management, L.P., the investment manager of the Fund, and (ii) being a director, and the managing member of the holder of the sole founders share, of Springhouse Asset Management, Ltd., the Fund s general partner.

**(b) Percent of class:**

6.1%, based on 13,107,579 shares outstanding as of September 30, 2015, according to the Issuer s report on Form 6-K filed on November 30, 2015.

**(c) Number of shares as to which the person has:**

(i) Sole power to vote or to direct the vote:	168,910
(ii) Shared power to vote or to direct the vote:	634,913
(iii) Sole power to dispose or direct the disposition:	168,910
(iv) Shared power to dispose or direct the disposition:	634,913

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. \_\_\_

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable

**Item 8. Identification and Classification of Members of the Group:**

Not applicable



**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certification.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 7, 2015

(Date)

/s/ Brian Gaines  
(Signature)

Brian Gaines

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