

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13D/A  
February 10, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

G. Willi-Food International Ltd.

-----  
(Name of Issuer)

Ordinary Shares, nominal value NIS 0.10 per Share

-----  
(Title of Class of Securities)

0-29256

-----  
(CUSIP Number)

Zvi Williger, 3 Nahal Snir Street, Yavne 81224, ISRAEL  
Telephone: 972-8-932-2233

with a copy to:

Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, New York 10022  
Attn: Peter S. Kolevzon  
212-715-9100

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

See Item 5

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

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

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(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 6,469,362 Ordinary Shares (see Item 5)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 6,469,362 Ordinary Shares (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
6,469,362 Ordinary Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
75.09%

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

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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 0 Ordinary Shares
	8	SHARED VOTING POWER 6,469,362 Ordinary Shares (see Item 5)
	9	SOLE DISPOSITIVE POWER 0 Ordinary Shares
	10	SHARED DISPOSITIVE POWER 6,469,362 Ordinary Shares (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
6,469,362 Ordinary Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
75.09%

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  
Zvi 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

7 SOLE VOTING POWER  
8,000 Ordinary Shares

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	8	SHARED VOTING POWER 6,469,362 Ordinary Shares (see Item 5)	-----
		9	SOLE DISPOSITIVE POWER 8,000 Ordinary Shares	-----
		10	SHARED DISPOSITIVE POWER 6,469,362 Ordinary Shares (see Item 5)	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,477,362 Ordinary Shares			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES <input type="checkbox"/>			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 75.19%			
14	TYPE OF REPORTING PERSON IN			
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Item 1. Security and Issuer.

This Amendment No. 2 amends and supplements the Schedule 13D dated October 7, 2002 (the "Schedule 13D") filed with the Securities and Exchange Commission by Willifood Investments Ltd. ("WIL"), Joseph Williger ("JW") and Zvi Williger ("ZW", and together with WIL and JW, the "Reporting Persons") with respect to the ordinary shares, NIS 0.10 nominal value per share (the "Ordinary Shares"), of G. Willi-Food International Ltd. (the "Issuer"), a corporation organized under the laws of 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 it was filed.

Item 5 of the Schedule 13D, "Interest in Securities of the Issuer," is amended and supplemented by adding the following paragraphs at the end thereof:

(n) As of February 9, 2005, (i) WIL beneficially owned 6,469,362 Ordinary Shares, equal to approximately 75.09% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 6,469,362 Ordinary Shares, equal to approximately 75.09% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 6,477,362 Ordinary Shares, equal to approximately 75.19% of the total number of Ordinary Shares outstanding as of that date.

(o) As of February 9, 2005, WIL, JW and ZW have shared voting and dispositive power over the 6,469,362 Ordinary Shares that are beneficially owned by WIL. ZW has sole voting and dispositive power over 8,000 Ordinary Shares. JW and WIL disclaim beneficial ownership of all Ordinary Shares over which ZW has sole voting and dispositive power. JW and ZW have no agreement to act as a group with respect to shares beneficially owned by the other or by WIL. Under Israeli law, ZW is deemed to be the controlling shareholder of WIL and has the ability to control the Company's management and policies, including matters requiring shareholders approval such as election of directors. Under Israeli law, JW, who

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owns approximately 20% of the ordinary shares of WIL, is not deemed to be a group with ZW or a controlling shareholder of the Company.

(p) The following table sets forth all of the transactions in Ordinary Shares by each of the Reporting Persons since the filing of Amendment No.1 to the Schedule 13D dated December 14, 2004:

Date	Purchase (Sale) of Ordinary Shares by WIL	Purchase (Sale) of Ordinary Shares by JW	Purchase (Sale) of Ordinary Shares by ZW
01/10/05	(9,100)	--	--
01/11/05	(30,000)	--	--
01/12/05	(4,000)	--	--
01/12/05	(6,800)	--	--
01/13/05	(1,100)	--	--
01/13/05	(11,000)	--	--
01/14/05	(5,500)	--	--
01/18/05	(5,500)	--	--

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Date	Purchase (Sale) of Ordinary Shares by WIL	Purchase (Sale) of Ordinary Shares by JW	Purchase (Sale) of Ordinary Shares by ZW
01/19/05	(5,500)	--	--
01/20/05	(700)	--	--
01/20/05	(6,300)	--	--
02/08/05	(24,600)	--	--
02/09/05	(1,300)	--	--
02/09/05	(6,800)	--	--
	118,200		

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

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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 Amendment No. 2 to Schedule 13D is true, correct and complete.

Dated: February 10, 2005

Willifood Investments Ltd.

By: /S/ Joseph Williger

-----  
Name: Joseph Williger  
Title: Chief Executive Officer

Dated: February 10, 2005

/S/ Joseph Williger

-----  
Joseph Williger

Dated: February 10, 2005

/S/ Zvi Williger

-----  
Zvi Williger

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Schedule I

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

Name of Director -----	Business Address -----	Principal Occupation -----	Citizenship -----
Joseph Williger	3 Nahal Snir Street Yavne 81224 Israel	Chief Executive Officer and Director	Israel
Zvi Williger	3 Nahal Snir Street Yavne 81224 Israel	Chief Operating Officer and Director	Israel
Gil Hochboim	3 Nahal Snir Street Yavne 81224 Israel	Chief Financial Officer	Israel
Shlomo Kleiman	49 Hagalil St., Haifa, Israel	Headmaster, Yavne school - Haifa	Israel
Eli Erlich	43 Oranim St., Ramat-Efal, Israel	Chief Executive Officer of insurance agency.	Israel

