G WILLI FOOD INTERNATIONAL LTD Form SC 13D/A

January 07, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 14)

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.

* 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).

	CUSIP No.: M5	252310)3	SCHEDULE 13D	Page 3 of 9 Pages	
1	NAME OR REPO S.S. OR I.R.			ON NO. OF ABOVE P	ERSON	
	Willi-Food I	nvestr	ments Ltd.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [X]					
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 VOTI	NG POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8		OTING POWER Ordinary Shares		
		9	SOLE DISP	POSITIVE POWER		
PERS	SON WITH	10		SPOSITIVE POWER Ordinary Shares		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 7,025,207 Ordinary Shares					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [_]					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 68.42%					

14	TYPE OF REPO	DRTING	PERSON			
C	USIP No.: M5	525231	O3 SCHEDULE 13D Page 4 of 9 Pages			
1	NAME OR REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Joseph Willi	ger				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [X]					
3	SEC USE ONLY					
4	SOURCE OF FUNDS PF					
5	CHECK IF DIS	SCLOSU	RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Israel					
		7	SOLE VOTING POWER -0- Ordinary Shares (see Item 5)			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARED VOTING POWER 7,025,207 Ordinary Shares			
		9	SOLE DISPOSITIVE POWER -0- Ordinary Shares (see Item 5)			
		10	10 SHARED DISPOSITIVE POWER 7,025,207 Ordinary Shares			
11						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES $[_]$					
13	68.42%					
14	TYPE OF REPORTING PERSON IN					

C	USIP No.: M52	52310)3	SCHEDULE 13D	Page 5 of 9 Pages	
1	NAME OR REPOR			N NO. OF ABOVE PE	RSON	
	Zwi Williger					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [X]					
3	SEC USE ONLY					
4	SOURCE OF FUN	DS				
5	CHECK IF DISC	LOSUF	RE OF LEGAL	PROCEEDINGS IS R	EQUIRED PURSUANT TO ITEM 2(d)	
6	CITIZENSHIP C Israel	R PLA	CE OF ORGAI	NIZATION:		
		7	SOLE VOTIN	NG POWER ary Shares (see I	tem 5)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8		TING POWER Ordinary Shares		
		9		OSITIVE POWER ary Shares (see I	tem 5)	
	ON WIII	10		SPOSITIVE POWER Ordinary Shares		
11	AGGREGATE AMO			Y OWNED BY EACH R	EPORTING PERSON:	
12	CHECK IF THE	AGGRE	GATE AMOUN	T IN ROW 11 EXCLU	DES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 68.42%					
14	TYPE OF REPOR					
C	 USIP No.: M52	52310	 13 	SCHEDULE 13D	Page 6 of 9 Pages	

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 14 (the "AMENDMENT") amends and supplements the Schedule

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 104,913 shares of the Company.

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 January 7, 2009, (i) WIL beneficially owned 7,025,207 Ordinary Shares, equal to approximately 68.42% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 7,025,207 Ordinary Shares, equal to approximately 68.42% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 7,025,207 Ordinary Shares, equal to approximately 68.42% of the total number of Ordinary Shares outstanding as of that date.
- (b) As of January 7, 2009, WIL, ZW, and JW have shared voting and dispositive power over the 7,025,207 Ordinary Shares that are beneficially owned by them. WIL, JW, and ZW have no agreement to act as a group with respect to the shares beneficially owned by the other.
- (f) The following table sets forth all of the transactions in Ordinary Shares by each of the Reporting Persons since the filing of Amendment No. 13 to the Schedule 13D dated November 6, 2008:

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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 *
11/07/08	2,400			US \$1.80
11/18/08	265			US \$1.50
11/20/08	7,200			US \$1.48
11/24/08	5,000			US \$1.50
11/25/08	12,110			US \$1.48
12/02/08	11,350			US \$1.40

12/03/08	5,470	 	US \$1.40
12/04/08	7,031	 	US \$1.40
12/05/08	16,300	 	US \$1.40
12/08/08	8,452	 	US \$1.39
12/15/08	950	 	US \$1.40
12/17/08	440	 	US \$1.40
12/18/08	575	 	US \$1.40
12/22/08	3,145	 	US \$1.40
12/23/08	825	 	US \$1.40
12/29/08	21,300	 	US \$1.36
12/31/08	600	 	US \$1.35
01/06/09	1,500	 	US \$1.40

Dated: January 7, 2009

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK; 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:	January	7,	2009	Willi-Food Investments	Ltd.
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By:	/s/	Joseph	Williger
Jose	eph	Willige	r
Cha	irma	n	

By: /s/ Joseph Williger

Joseph Williger

Zwi Williger

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SCHEDULE 1

^{*} Expressed in U.S. dollars before brokers' commission.

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