

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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SCHEDULE 13D

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	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

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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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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

