# G WILLI FOOD INTERNATIONAL LTD Form SC 13D/A

September 30, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 18)

G. WILLI-FOOD INTERNATIONAL LTD.

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(Name of Issuer)

Ordinary Shares, nominal value NIS 0.10 per share

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(Title of Class of Securities)

M52523103

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(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	5252310	)3	SCHEDULE 13	D Pag	e 3 of 9 Pages	
1	NAME OR REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	Willi-Food 1	Invest	nents 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							
		7	SOLE VOTI	NG POWER			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8		TING POWER Ordinary Sha	res		
		9	SOLE DISPOSITIVE POWER -0-				
		10	SHARED DISPOSITIVE POWER 7,151,737 Ordinary Shares				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 7,151,737 Ordinary Shares						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 69.65%						

14 TYPE OF REPORTING PERSON CO			PERSON			
	CUSIP No.: M	525231	03 SCHEDULE 13D Page 4 of 9 Pages			
1	NAME OR REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Joseph Will	iger				
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 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 41,677 Ordinary Shares (see Item 5)			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARED VOTING POWER 7,151,737 Ordinary Shares			
		9 SOLE DISPOSITIVE POWER 41,677 Ordinary Shares (see Item 5)				
		10	SHARED DISPOSITIVE POWER 7,151,737 Ordinary Shares			
11	7,193,414 Ordinary Shares					
	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 70.06%					
14	TYPE OF REPORTING PERSON IN					

C	CUSIP No.: M5	252310	)3	SCHEDULE 13D	Page 5 of 9 Pages		
1		S. IDE		ON 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 FU	INDS					
5	CHECK IF DIS	CLOSUF	RE OF LEGAL	PROCEEDINGS IS R	EQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP Israel	OR PLA	ACE OF ORGA	NIZATION:			
NILIMID	NED OF	7	SOLE VOTI 547,457 O	:NG POWER Ordinary Shares (s	ee Item 5)		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	8 SHARED VOTING POWER 7,151,737 Ordinary Shares				
		9	SOLE DISPOSITIVE POWER 547,457 Ordinary Shares (see Item 5)				
1 1110	OON WIII	10		SPOSITIVE POWER Ordinary Shares			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 7,699,194 Ordinary Shares						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 74.98%						
14	TYPE OF REPORTING PERSON IN						
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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 18 (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 an additional 29,600 shares of the Issuer. The personal funds of JW were used to acquire 2,837\* shares of the Issuer (JW also sold 45,765 shares of the Issuer). The personal funds of ZW were used to acquire 29,219 shares of the Issuer.

#### 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 September 30, 2009, (i) WIL beneficially owned 7,151,737 Ordinary Shares, equal to approximately 69.65% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 7,193,414 Ordinary Shares, equal to approximately 70.06% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 7,699,194 Ordinary Shares, equal to approximately 74.98% of the total number of Ordinary Shares outstanding as of that date.
- (b) As of September 30, 2009, WIL, ZW, and JW have shared voting and dispositive power over 7,151,737 Ordinary Shares that are beneficially owned by them. JW has sole voting and dispositive power over 41,677 Ordinary Shares. ZW has sole voting and dispositive power over 547,457 Ordinary Shares. WIL, JW, and ZW have no agreement to act as a group with respect to the shares beneficially owned by the other.

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 $<sup>^{\</sup>star}$  Includes 1,337 Ordinary Shares purchased by JW prior to the filing of Amendment No. 16 to the Statement and inadvertently omitted from Amendment No. 16 to the Statement.

<sup>(</sup>c) The following table sets forth all of the transactions in Ordinary Shares by each of the Reporting Persons since the filing of Amendment No. 17 to the Schedule 13D dated June 15, 2009:

	PURCHASE OF ORDINARY SHARES	PURCHASE (SALE) OF ORDINARY	PURCHASE OF ORDINARY SHARES	
DATE	BY WIL	SHARES BY JW	BY ZW	PRICE PER SHARE *
03/25/09**		200		US \$1.10
04/07/09**		200		US \$1.40
04/23/09**		721		US \$1.40
04/28/09**		216		US \$1.45
05/05/09***		(50)		US \$1.50
06/15/09		1,500	2,522	US \$2.25
06/16/09			3 <b>,</b> 751	US \$2.25
06/24/09			200	US \$2.00
06/26/09			1,100	US \$2.20
07/14/09			4,055	US \$2.38
07/15/09			6,800	US \$2.45
07/16/09			4,198	US \$2.48
07/23/09			2,718	US \$2.89
07/24/09			650	US \$3.00
08/03/09			1,100	US \$3.14
08/05/09			100	US \$3.14
08/06/09			2,025	US \$3.20
08/27/09		(1,200)		US \$4.20
08/27/09	29,600			US \$3.61
08/28/09		(27,400)		US \$4.24
09/21/09		(2,000)		US \$4.25
09/22/09		(3,800)		US \$4.26
09/23/09		(1,165)		US \$4.26
09/29/09		(10,200)		US \$4.26

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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: September 30, 2009 Willi-Food Investments Ltd.

By: /s/ Joseph Williger
----Joseph Williger

<sup>\*</sup> Expressed in U.S. dollars before brokers' commission.

<sup>\*\*</sup> Inadvertently omitted from Amendment No. 16 to the Statement.

<sup>\*\*\*</sup> In Amendment No. 16 to the Statement, a purchase of 3,700 Ordinary Shares was mistakenly reported as a purchase of 3,750 Ordinary Shares.

Chairman

Dated: September 30, 2009

By: /s/ Joseph Williger

Joseph Williger

Dated: September 30, 2009 By: /s/ Zwi Williger

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Zwi Williger

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#### SCHEDULE 1

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