

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13D/A  
July 09, 2008

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 11)

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.

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\* 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).

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1 NAME OR REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Willi-Food Investments Ltd.

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

(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

6,794,372 Ordinary Shares

-----  
9 SOLE DISPOSITIVE POWER

-0-

-----  
10 SHARED DISPOSITIVE POWER

6,794,372 Ordinary Shares

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

6,794,372 Ordinary Shares

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

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

66.17%

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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

Mr. ArieH Bar Lev (Arcadi Gaydamak)

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 367,000 Ordinary Shares (see Item 5)
	8	SHARED VOTING POWER 6,794,372 Ordinary Shares
	9	SOLE DISPOSITIVE POWER 367,000 Ordinary Shares (see Item 5)
	10	SHARED DISPOSITIVE POWER 6,794,372 Ordinary Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
7,161,372 Ordinary Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69.75%

14 TYPE OF REPORTING PERSON  
IN

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 11 (the "AMENDMENT") corrects and replaces in its entirety Amendment No. 10, dated June 4, 2008, which incorrectly stated the number of shares acquired by Mr. Arie Bar Lev (Arcadi Gaydamak) on May 28, 2008. This 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 and Mr. Joseph Williger. On Amendment No. 8, dated September 18, 2007, it was reported that Mr. Zwi Williger and Mr. Joseph Williger sold the majority of their holdings in WIL to Mr. Arie Bar Lev (Arcadi Gaydamak) ("AG"). All references in the Schedule 13D, as amended by this Amendment, to the "Reporting Persons" refer to WIL and AG.

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 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 July 9, 2008, (i) WIL beneficially owned 6,794,372 Ordinary Shares, equal to approximately 66.17% of the total number of Ordinary Shares outstanding as of that date; and (ii) AG beneficially owned 7,161,372 Ordinary Shares, equal to approximately 69.75% of the total number of Ordinary Shares outstanding as of that date.

(b) As of July 9, 2008, WIL and AG have shared voting and dispositive power over the 6,794,372 Ordinary Shares that are beneficially owned by them. AG has sole voting and dispositive power over 367,000 Ordinary Shares. Under Israeli law, AG is deemed to be the controlling shareholder of WIL and has the ability to control the Issuer's management and policies, including matters requiring shareholders approval such as election of directors. WIL and AG 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. 9 to the Schedule 13D dated January 31, 2008:

DATE	PURCHASE OF ORDINARY SHARES BY WIL	PURCHASE OF ORDINARY SHARES BY AG	PRICE
05/28/08	---	367,000	US \$6.80

\* 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 Statement is true, correct and complete.

Dated: July 9, 2008

Willi-Food Investments Ltd.

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

Joseph Williger  
 Chairman

Dated: July 9, 2008

/s/ Arcadi Gaydamak  
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Arcadi Gaydamak

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 CUSIP No.: M52523103  
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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.,	CPA

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Tel-Aviv Israel

Shmuel Mesenberg

15 Hafetz Mordechai St.,  
Petah Tikva Israel

Director