

G WILLI FOOD INTERNATIONAL LTD
Form 20-F/A
November 22, 2004

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

FORM 20-F/A

AMENDMENT NO. 1

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2003

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

COMMISSION FILE NO. 0-29256

G. WILLI-FOOD INTERNATIONAL LTD.
(Exact name of Registrant as specified in its charter
and translation of Registrant's name into English)

ISRAEL
(Jurisdiction of incorporation or organization)
3 NAHAL SNIR ST., NORTHERN INDUSTRIAL ZONE, YAVNE, 81224, ISRAEL
(Address of principal executive offices)

SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:
NONE

SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:
ORDINARY SHARES, NIS 0.10 PAR VALUE PER SHARE
(TITLE OF CLASS)

SECURITIES FOR WHICH THERE IS A REPORTING OBLIGATION PURSUANT
TO SECTION 15(D) OF THE ACT:
NONE

Indicate the number of outstanding shares of each of the issuer's classes
of capital or common stock as of the close of the period covered by the Annual
Report:

As of May 31, 2004, the registrant had outstanding 4,307,500 ordinary
shares, NIS 0.10 nominal value per share (4,277,500 ordinary shares as of
December 31, 2003).

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the

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registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes No

Indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17. Item 18.

PART III

EXPLANATORY NOTE

This Form 20-F/A is being filed solely to amend the Annual Report on Form 20-F for the fiscal year ended December 31, 2003, filed by G. Willi-Food International Ltd. (the "Registrant") on June 29, 2004 (the "Form 20-F"), in the following way:

- o to include a consent to incorporate by reference in the registration statement on Form F-3 (File No. 333-11848) the Report of Independent Public Accountants dated March 31, 2004 relating to the audit of the Registrant's consolidated balance sheets at December 31, 2003 and 2002 and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2003.

Except for the above amendment, no changes have been made to the exhibits of the Registrant as contained in the Form 20-F, and the balance of Item 19 of the Form 20-F is hereby incorporated by reference.

This Form 20-F/A consists of a cover page, this explanatory note, Item 19 (as amended) of the Form 20-F, the signature page, the consent of independent public accountants described herein, and the required certifications of the principal executive officer and the principal financial officer of the Registrant.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in the Form 20-F or reflect any events that have occurred after the Form 20-F was filed.

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ITEM 19. EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|---|
| 12.1 | Certification of CEO of the Company pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 12.2 | Certification of CFO of the Company pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 14.1 | Consent of Brightman Almagor & Co., a member of Deloitte Touche Tohmatsu* |

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F/A and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

G. WILLI-FOOD INTERNATIONAL LTD.

By: /s/ Joseph Williger

Joseph Williger

Chief Executive Officer

Date: November 21, 2004

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EXHIBIT INDEX

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* Filed herewith.