# G WILLI FOOD INTERNATIONAL LTD Form SC 13D/A May 26, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 16)

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

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(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 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) [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						
	NED 05	7	SOLE VOTI	ING POWER			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8		OTING POWER 7 Ordinary Shares			
		9 SOLE DISPOSITIVE POWER ING -0-					
		10	SHARED DISPOSITIVE POWER 7,122,137 Ordinary Shares				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 7,122,137 Ordinary Shares						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						

14	TYPE OF REPO	ORTING PERSON					
	CUSIP No.: M	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 Will:	Joseph Williger					
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 Israel	OR PL	ACE OF ORGANIZATION:				
		7	SOLE VOTING POWER 45,355 Ordinary Shares (see Item 5)				
NUME	BER OF RES	8	SHARED VOTING POWER				
	EFICIALLY		7,122,137 Ordinary Shares				
OWNED BY EACH REPORTING PERSON WITH		9 SOLE DISPOSITIVE POWER 45,355 Ordinary Shares (see Item 5)					
		10	SHARED DISPOSITIVE POWER 7,122,137 Ordinary Shares				
	7,167,492 Ordinary Shares						
	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 69.80%						
14	TYPE OF REPORTING PERSON IN						

C1	USIP No.: M52	 25231(	)3 	SCHEDULE 13D	Page 5 of 9 Pages			
	NAME OR REPOR S.S. OR I.R.S			ON NO. OF ABOVE PE	RSON			
2		PROPRI	 IATE BOX IF	· A MEMBER OF A GR	OUP			
	(a) [_] (b) [X]							
3	SEC USE ONLY							
4	SOURCE OF FUN	 NDS						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [_]							
6	CITIZENSHIP (	DR PLA	ACE OF ORGA	ANIZATION:				
		7	SOLE VOTI 439,170 C	ING POWER Ordinary Shares (s	ee Item 5)			
SHAR	FICIALLY	8	SHARED VOTING POWER 7,122,137 Ordinary Shares					
EACH REPO		9	SOLE DISPOSITIVE POWER 439,170 Ordinary Shares (see Item 5)					
FERS	ON WITH	10	SHARED DISPOSITIVE POWER 7,122,137 Ordinary Shares					
11	AGGREGATE AMO			LY OWNED BY EACH R	EPORTING PERSON:			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [_]							
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 73.64%							
14	TYPE OF REPORTING PERSON IN							
C1	USIP No.: M52	25231( 	)3 	SCHEDULE 13D	Page 6 of 9 Pages			

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 16 (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 personal funds of JW were used to acquire 38,335 shares of the Issuer. The personal funds of ZW were used to acquire 72,170 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 May 26, 2009, (i) WIL beneficially owned 7,122,137 Ordinary Shares, equal to approximately 69.36% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 7,167,492 Ordinary Shares, equal to approximately 69.80% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 7,561,307 Ordinary Shares, equal to approximately 73.64% of the total number of Ordinary Shares outstanding as of that date.
- (b) As of May 26, 2009, WIL, ZW, and JW have shared voting and dispositive power over 7,122,137 Ordinary Shares that are beneficially owned by them. JW has sole voting and dispositive power over 45,355 Ordinary Shares. ZW has sole voting and dispositive power over 439,170 Ordinary Shares. WIL, JW, and ZW have no agreement to act as a group with respect to the shares beneficially owned by the other.
- (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. 15 to the Schedule 13D dated March 23, 2009:

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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 *
03/23/09 03/24/09		7,900 25,025		US \$1.00 US \$1.04
04/06/09		200		US \$1.30

04/10/09	 200		US \$1.39
04/16/09	 	36,300	US \$1.53
04/20/09	 600		US \$1.40
04/29/09	 	1,100	US \$1.50
04/30/09	 	1,875	US \$1.50
05/01/09	 	245	US \$1.50
05/04/09	 660	100	US \$1.50
05/05/09	 3,750		US \$1.50
05/05/09	 	3,002	US \$1.59
05/06/09	 	300	US \$1.60
05/08/09	 	2,065	US \$1.70
05/11/09	 	1,050	US \$1.66
05/13/09	 	500	US \$1.66
05/14/09	 	100	US \$1.70
05/15/09	 	1,464	US \$1.70
05/19/09	 	990	US \$1.86
05/20/09	 	1,104	US \$1.90
05/21/09	 	15,605	US \$1.98
05/22/09	 	6 <b>,</b> 370	US \$1.99

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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: May 26, 2009 Willi-Food Investments Ltd.

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

Dated: May 26, 2009 By: /s/ Joseph Williger

Joseph Williger

Dated: May 26, 2009 By: /s/ Zwi Williger

Zwi Williger

 $<sup>^{\</sup>star}$  Expressed in U.S. dollars before brokers' commission.

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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	