## 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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0-29256 SCHEDULE 13D Page 2 of 8 Pages 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

	(a) [_] (b) [X]							
3	SEC USE ONLY							
4	SOURCE OF FUNDS WC							
5	CHECK IF DIS OR 2(e)	 CLOSUF	E OF LEGAL PROCEEDINGS I	S REQUIRED PURS	UANT 1	 [O ITI	EM	 2 (d)
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Israel							
		7	SOLE VOTING POWER					
NUMBER OF SHARES BENEFICIALLY		8	SHARED VOTING POWER 6,469,362 Ordinary Shar	es (see Item 5)				
EACH REPO	RTING	9	SOLE DISPOSITIVE POWER -0-					
PERSON WITH		10 SHARED DISPOSITIVE POWER 6,469,362 Ordinary Shares (see Item 5)						
11	AGGREGATE AM 6,469,362 Or		ENEFICIALLY OWNED BY EAC Shares	H REPORTING PER	SON:			
12	CHECK IF THE	AGGRE	GATE AMOUNT IN ROW 11 EX	CLUDES CERTAIN	SHARES	3		
13	PERCENT OF C	LASS F	EPRESENTED BY AMOUNT IN	ROW (11)				
14 TYPE OF REPORTING PERSON CO								
	0-29256		SCHEDULE 13D			3 of		
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) [X]							
3	SEC USE ONLY							
4	SOURCE OF FU	 NDS						

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 Ordinary Shares					
SHAF BENE	BER OF RES EFICIALLY ED BY	8	SHARED VOTING POWER 6,469,362 Ordinary Shares (see Item 5)					
EACH REPO		9	SOLE DISPOSITIVE POWER  0 Ordinary Shares					
		10 SHARED DISPOSITIVE POWER 6,469,362 Ordinary Shares (see Item 5)						
11	AGGREGATE AM		ENEFICIALLY OWNED BY EACH Shares	REPORTING PERSO	N:			
12	CHECK IF THE	AGGRE	GATE AMOUNT IN ROW 11 EXC	LUDES CERTAIN SH	ARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 75.09%							
14	TYPE OF REPORTING PERSON IN							
	0-29256		SCHEDULE 13D	– P –	age 4	of 8	Pages	
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) [X]							
3	SEC USE ONLY							
4	SOURCE OF FUNDS PF							
5	OR 2(e) [_]		E OF LEGAL PROCEEDINGS IS			ITEM	2 (d)	
6			CE OF ORGANIZATION:					
		7	SOLE VOTING POWER 8,000 Ordinary Shares					

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARED VOTING POWER 6,469,362 Ordinary Shares (see Item 5)				
		9	SOLE DISPOSITIVE POWER 8,000 Ordinary Shares				
		10	SHARED DISPOSITIVE POWER 6,469,362 Ordinary Shares (see Item 5)				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,477,362 Ordinary Shares						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [_]						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 75.19%						
14	TYPE OF REPOR'	TING					
	0-29256		SCHEDULE 13D	_			Pages

Item 1. Security and Issuer.

This Amendment No. 2 amends and supplements the Schedule 13D dated October 7, 2002 (the "Schedule 13D") filed with the Securities and Exchange Commission by Willifood Investments Ltd. ("WIL"), Joseph Williger ("JW") and Zvi Williger ("ZW", and together with WIL and JW, the "Reporting Persons") with respect to the ordinary shares, NIS 0.10 nominal value per share (the "Ordinary Shares"), of G. Willi-Food International Ltd. (the "Issuer"), a corporation organized under the laws of 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 it was filed.

Item 5 of the Schedule 13D, "Interest in Securities of the Issuer," is amended and supplemented by adding the following paragraphs at the end thereof:

- (n) As of February 9, 2005, (i) WIL beneficially owned 6,469,362 Ordinary Shares, equal to approximately 75.09% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 6,469,362 Ordinary Shares, equal to approximately 75.09% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 6,477,362 Ordinary Shares, equal to approximately 75.19% of the total number of Ordinary Shares outstanding as of that date.
- (o) As of February 9, 2005, WIL, JW and ZW have shared voting and dispositive power over the 6,469,362 Ordinary Shares that are beneficially owned by WIL. ZW has sole voting and dispositive power over 8,000 Ordinary Shares. JW and WIL disclaim beneficial ownership of all Ordinary Shares over which ZW has sole voting and dispositive power. JW and ZW have no agreement to act as a group with respect to shares beneficially owned by the other or by WIL. Under Israeli law, ZW is deemed to be the controlling shareholder of WIL and has the ability to control the Company's management and policies, including matters requiring shareholders approval such as election of directors. Under Israeli law, JW, who

owns approximately 20% of the ordinary shares of WIL, is not deemed to be a group with  ${\tt ZW}$  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	(0.100)		
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		

\_\_\_\_\_

[Remainder of page intentionally left blank; signatures on next page]

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

#### 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	Citizensh
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