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

November 10, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 5) 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: Herzfeld & Rubin, P.C. 40 Wall Street New York, NY 10005 Attn: William A. Snedeker 212-471-8500 -----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: [\_] Page 1 of 8 Pages SCHEDULE 13D Page 2 of 8 Pages 0-29256

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

Willifood Investments Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \_\_\_\_\_\_ 3 SEC USE ONLY SOURCE OF FUNDS CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) CITIZENSHIP OR PLACE OF ORGANIZATION: 7 SOLE VOTING POWER NUMBER OF -0-SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 6,371,104 Ordinary Shares (see Item 5) EACH \_\_\_\_\_ REPORTING 9 SOLE DISPOSITIVE POWER PERSON WITH -0-\_\_\_\_\_ 10 SHARED DISPOSITIVE POWER 6,371,104 Ordinary Shares (see Item 5) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,371,104 Ordinary Shares 12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 73.95% 14 TYPE OF REPORTING PERSON 0-29256 SCHEDULE 13D Page 3 of 8 Pages \_\_\_\_\_\_ NAME OR REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Joseph Williger CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [\_] (b) [X] 3 SEC USE ONLY

4	SOURCE OF FUN	DS			
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [_]				
6	CITIZENSHIP O	R PLACE	E OF ORGANIZATION:		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			SOLE VOTING POWER 24,525 Ordinary Shares		
			SHARED VOTING POWER 6,371,104 Ordinary Shares (see Item 5)		
			SOLE DISPOSITIVE POWER 24,525 Ordinary Shares		
			SHARED DISPOSITIVE POWER 6,371,104 Ordinary Shares (see Item 5)		
11	AGGREGATE AMO 6,395,629 Ord		NEFICIALLY OWNED BY EACH REPORTING PERSO Shares	N:	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 74.23%				
14	TYPE OF REPORTING PERSON IN				
	0-29256 		SCHEDULE 13D Page 4	of 8 Pages	
 1	NAME OR REPOR	 TING PE	 ERSON		
	S.S. OR I.R.S		TIFICATION NO. OF ABOVE PERSON		
2	Zvi Williger  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 DISC OR 2(e)	LOSURE	OF LEGAL PROCEEDINGS IS REQUIRED PURSUA	NT TO ITEM 2(d)	

6	CITIZENSHIP (	OR PLA	ACE OF ORGANIZATION:	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER  0 Ordinary Shares	
		8	SHARED VOTING POWER 6,371,104 Ordinary Shares (se	ee Item 5)
		9	SOLE DISPOSITIVE POWER  0 Ordinary Shares	
		10	SHARED DISPOSITIVE POWER 6,371,104 Ordinary Shares (see Item 5)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,371,104 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	RTING	PERSON	
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#### Item 1. Security and Issuer.

This Amendment No. 5 amends and supplements the Schedule 13D dated October 7, 2002 as amended (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:

- (d) As of November 10, 2005, (i) WIL beneficially owned 6,371,104 Ordinary Shares, equal to approximately 73.95% of the total number of Ordinary Shares outstanding as of that date; (ii) JW beneficially owned 6,395,629 Ordinary Shares, equal to approximately 74.23% of the total number of Ordinary Shares outstanding as of that date; and (iii) ZW beneficially owned 6,371,104 Ordinary Shares, equal to approximately 73.95% of the total number of Ordinary Shares outstanding as of that date.
  - (e) As of November 10, 2005, WIL, JW and ZW have shared voting and

dispositive power over the 6,371,104 Ordinary Shares that are beneficially owned by WIL. JW has sole voting and dispositive power over 24,525 Ordinary Shares. 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 Issuer's management and policies, including matters requiring shareholders approval such as election of directors. Under Israeli law, JW, who owns approximately 18% of the ordinary shares of WIL, is not deemed to be a group with ZW or a controlling shareholder of the Issuer.

(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. 4 to the Schedule 13D dated July 20, 2005:

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Date	Purchase (Sale) of Ordinary Shares by WIL	Purchase (Sale) of Ordinary Shares by JW	
10/26/05	5 <b>,</b> 900		
10/27/05	4,070		
10/28/05	10,000		
10/31/05	46,800		
11/01/05	4,300		
11/02/05	200		
11/02/05		9,005	
11/03/05		4,120	
11/04/05		1,400	
11/07/05	57,400	10,000	
11/08/05	13,931		
11/09/05	14,623		
	157,224	24,525	

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

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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 Amendment No. 5 to Schedule 13D is true, correct and complete.

Dated:	November 10, 2005		Willifood Investments Ltd.
			By: /s/ Joseph Williger
			Joseph Williger Chief Executive Officer
Dated:	November 10, 2005		/s/ Joseph Williger
			Joseph Williger
Dated:	November 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.

Sigal Grinboim

Name of Director	Business Address	Principal Occupation	C
Joseph Williger	3 Nahal Snir Street Yavne 81224 Israel	Chief Executive Officer and Director	Ι
Zvi Williger	3 Nahal Snir Street Yavne 81224 Israel	Chief Operating Officer and Director	Ι
Gil Hochboim	3 Nahal Snir Street Yavne 81224 Israel	Chief Financial Officer	Ι
Shlomo Kleiman	49 Hagalil St., Haifa, Israel	Headmaster, Yavne school - Haifa	Ι
Eli Erlich	43 Oranim St., Ramat-Efal, Israel	Chief Executive Officer of insurance agency.	Ι

7 Barazani St., Chief Financial Officer of HOMI.

Ι

Tel-Aviv, Israel