

G WILLI FOOD INTERNATIONAL LTD
Form SC 13D/A
December 17, 2014

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 24)

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: Itai Loewenstein, Chief Financial Officer

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

December 8, 2014

(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:

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.

CUSIP No.: M52523103

SCHEDULE 13D

Page 2 of 19 Pages

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

Alexander Granovskyi

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:

Ukraine

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

8,418,355 Ordinary Shares (1)

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

8,418,355 Ordinary Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,418,355 Ordinary Shares (1)

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

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

64.23% (2)

14 TYPE OF REPORTING PERSON

IN

(1) Consists of (i) 7,680,614 Ordinary Shares held directly by Willi-Food Investments Ltd. ("WIL"), (ii) 504,407 Ordinary Shares held directly by Zwi Williger ("ZW"), who has granted to B.S.D. Crown LTD. ("B.S.D.", f/k/a Emblaze Ltd.) an irrevocable proxy with respect to these shares, (iii) 66,667 Ordinary Shares underlying an option held by ZW to purchase such Ordinary Shares (ZW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days, and (iv) 66,667 Ordinary Shares underlying an option held by Joseph Williger ("JW") to purchase such Ordinary Shares (JW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days. WIL is controlled by its majority shareholder, B.S.D., which in turn is controlled by BGI Investments (1961) Ltd. ("BGI") (which directly owns 25.1% of B.S.D's outstanding shares and holds a power of attorney from its controlling shareholder, Israel 18 B.V. ("Israel 18"), to vote an additional 19.0% of B.S.D's outstanding shares). BGI is controlled by Israel 18, which owns 71.5% of the outstanding shares in BGI. Israel 18 is controlled by Mr. Granovskyi ("AG"), who owns 90% of the priority shares in Israel 18 (which affords AG 90% of its voting rights). AG disclaims beneficial ownership of any Ordinary Shares except to the extent of his pecuniary interest therein. Neither the filing of this Amendment to Schedule 13D nor any of its contents shall be deemed to constitute an admission that AG is the beneficial owner of the Ordinary Shares referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(2) Based on 12,974,245 Ordinary Shares outstanding as of the date hereof (as provided by the Issuer).

CUSIP No.: M52523103

SCHEDULE 13D

Page 3 of 19 Pages

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

Israel 18 B.V.

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:

Netherlands

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

8,418,355 Ordinary Shares (1)

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

8,418,355 Ordinary Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,418,355 Ordinary Shares (1)

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

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

64.23% (2)

14 TYPE OF REPORTING PERSON

CO

(1) Consists of (i) 7,680,614 Ordinary Shares held directly by WIL, (ii) 504,407 Ordinary Shares held directly by Zwi Williger, who has granted to B.S.D. an irrevocable proxy with respect to these shares, (iii) 66,667 Ordinary Shares underlying an option held by ZW to purchase such Ordinary Shares (ZW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days, and (iv) 66,667 Ordinary Shares underlying an option held by JW to purchase such Ordinary Shares (JW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days. WIL is controlled by its majority shareholder, B.S.D., which in turn is controlled by BGI (which directly owns 25.1% of B.S.D's outstanding shares and holds a power of attorney from its controlling shareholder, Israel 18, to vote an additional 19.0% of B.S.D's outstanding shares). BGI is controlled by Israel 18, which owns 71.5% of the outstanding shares in BGI. Israel 18 is controlled by AG, who owns 90% of the priority shares in Israel 18 (which affords AG 90% of its voting rights). Israel 18 disclaims beneficial ownership of any Ordinary Shares except to the extent of its pecuniary interest therein. Neither the filing of this Amendment to Schedule 13D nor any of its contents shall be deemed to constitute an admission that Israel 18 is the beneficial owner of the Ordinary Shares referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(2) Based on 12,974,245 Ordinary Shares outstanding as of the date hereof (as provided by the Issuer).

3

CUSIP No.: M52523103

SCHEDULE 13D

Page 4 of 19 Pages

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

BGI Investments (1961) 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

8,418,355 Ordinary Shares (1)

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

8,418,355 Ordinary Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,418,355 Ordinary Shares (1)

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

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

64.23% (2)

14 TYPE OF REPORTING PERSON

CO

(1) Consists of (i) 7,680,614 Ordinary Shares held directly by WIL, (ii) 504,407 Ordinary Shares held directly by Zwi Williger, who has granted to B.S.D. an irrevocable proxy with respect to these shares, (iii) 66,667 Ordinary Shares underlying an option held by ZW to purchase such Ordinary Shares (ZW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days, and (iv) 66,667 Ordinary Shares underlying an option held by JW to purchase such Ordinary Shares (JW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days. WIL is controlled by its majority shareholder, B.S.D., which in turn is controlled by BGI (which directly owns 25.1% of B.S.D's outstanding shares and holds a power of attorney from its controlling shareholder, Israel 18, to vote an additional 19.0% of B.S.D's outstanding shares). BGI is controlled by Israel 18, which owns 71.5% of the outstanding shares in BGI. Israel 18 is controlled by AG, who owns 90% of the priority shares in Israel 18 (which affords AG 90% of its voting rights). BGI disclaims beneficial ownership of any Ordinary Shares except to the extent of his pecuniary interest therein. Neither the filing of this Amendment to Schedule 13D nor any of its contents shall be deemed to constitute an admission that BGI is the beneficial owner of the Ordinary Shares referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(2) Based on 12,974,245 Ordinary Shares outstanding as of the date hereof (as provided by the Issuer).

4

CUSIP No.: M52523103

SCHEDULE 13D

Page 5 of 19 Pages

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

B.S.D. Crown 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

8,418,355 Ordinary Shares (1)

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

8,418,355 Ordinary Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,418,355 Ordinary Shares (1)

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

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

64.23% (2)

14 TYPE OF REPORTING PERSON

CO

(1) Consists of (i) 7,780,614 Ordinary Shares held directly by WIL, (ii) 504,407 Ordinary Shares held directly by Zwi Williger, who has granted to B.S.D. an irrevocable proxy with respect to these shares, (iii) 66,667 Ordinary Shares underlying an option held by ZW to purchase such Ordinary Shares (ZW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days, and (iv) 66,667 Ordinary Shares underlying an option held by JW to purchase such Ordinary Shares (JW has granted to B.S.D. an irrevocable proxy with respect to the shares underlying such option) that is currently exercisable or exercisable within 60 days. WIL is controlled by its majority shareholder, B.S.D., which in turn is controlled by BGI (which directly owns 25.1% of B.S.D's outstanding shares and holds a power of attorney from its controlling shareholder, Israel 18, to vote an additional 19.0% of B.S.D's outstanding shares). BGI is controlled by Israel 18, which owns 71.5% of the outstanding shares in BGI. Israel 18 is controlled by AG, who owns 90% of the priority shares in Israel 18 (which affords AG 90% of its voting rights). B.S.D. disclaims beneficial ownership of any Ordinary Shares except to the extent of his pecuniary interest therein. Neither the filing of this Amendment to Schedule 13D nor any of its contents shall be deemed to constitute an admission that B.S.D. is the beneficial owner of the Ordinary Shares referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(2) Based on 12,974,245 Ordinary Shares outstanding as of the date hereof (as provided by the Issuer).

5

CUSIP No.: M52523103

SCHEDULE 13D

Page 6 of 19 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)

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

7,780,614 Ordinary Shares

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

7,780,614 Ordinary Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,780,614 Ordinary Shares

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

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

59.97% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 12,974,245 ordinary shares outstanding as of the date hereof (as provided by the Issuer).

6

This Amendment No. 24 (the "Amendment") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission October 7, 2002.

Item 1. Security and Issuer.

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 company with principal executive offices at 4 Nahal Harif St., Yavne 81224, Israel.

Item 2. Identity and Background.

Item 2 of Schedule 13D, "Interest in Securities of the Issuer" is amended and restated to read as follows:

This Amendment to Schedule 13D is being filed jointly by Willi-Food Investments Ltd. ("WIL"), B.S.D. Crown LTD. ("B.S.D."), BGI Investments (1961) Ltd. ("BGI"), Israel 18 B.V. ("Israel 18"), and Mr. Alexander Granovsky ("AG") (the foregoing, collectively, the "Reporting Persons"). The agreement among the Reporting Persons relating to the joint filing of this Amendment to Schedule 13D is attached as an exhibit hereto.

WIL is controlled by its majority shareholder, B.S.D., which in turn is controlled by BGI (which directly owns 25.1% of B.S.D.'s outstanding shares and holds a power of attorney from its controlling shareholder, Israel 18, to vote an additional 19.0% of B.S.D.'s outstanding shares). BGI is controlled by Israel 18, which owns 71.5% of the outstanding shares in BGI. Israel 18 is controlled by AG, who owns 90% of the priority shares in Israel 18 (which affords AG 90% of its voting rights).

WIL is an Israeli company that acts as a holding company for the shares of the Issuer, which imports and markets food products. The business address of WIL and the Issuer is 4 Nahal Harif St., Northern Industrial Zone, Yavne 81106, Israel. In addition to being the controlling shareholder of WIL, B.S.D., an Israeli company which is traded on the London Stock Exchange (symbol: BSD), is engaged in providing various IT, software and mobile services. Formerly known as Emblaze Ltd., BGI is a holding company incorporated in Israel for holding shares of B.S.D. and other private companies. The business address of both B.S.D. and BGI is 132 Menachem Begin Road, Azrieli Center, Triangle Tower (40th Floor), Tel Aviv 6702301, Israel. Israel 18, which is incorporated in the Netherlands, is a holding company for shares of BGI and B.S.D. Euryton Trust Management B.V., a company incorporated in the Netherlands that provides domiciliary, directorship, accounting and corporate secretarial services for international businesses requiring a corporate presence in the Netherlands, is the sole director of Israel 18. The business address of Israel 18 and of Euryton Trust Management B.V. is Rietlandpark 125, 1019 DT, Amsterdam, the Netherlands. AG serves on the Board of Directors of the Issuer and WIL, and is an active investor with holdings in Israel 18 and various other private businesses in the Ukraine and surrounding countries. A citizen of the Ukraine, his residence or business address is 143/18, Fontanska doroga, Odessa, 65000, Ukraine.

Unless included above, set forth on Schedule I hereto, which is incorporated herein by reference, is the name, present business addresses, principal occupation or employment, name of organization where such employment is conducted, description of the principal business of such organization and citizenship of the directors and executive officers of each Reporting Person.

During the last five years, none of the Reporting Persons nor, to the best of their knowledge, any of the entities or individuals mentioned in this Item 2 or listed on Schedule I hereto, has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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:

Working capital of WIL was used to acquire an additional 233,296 Ordinary Shares of the Company in open market purchase transactions on the NASDAQ Capital Market (as described further in Item 5(c)).

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D, "Purpose of Transaction" is amended by adding the following thereto:

AG was appointed to the Board of Directors of WIL on December 7, 2014, and to the Board of Directors of the Issuer on December 2, 2014.

On November 13, 2014, the Board of Directors of WIL authorized the purchase of up to \$5 million of the Issuer's Ordinary Shares. The price per Ordinary Share to be acquired by WIL will not exceed the Issuer's shareholders' equity per Ordinary Share. The timing and amount of share purchases by WIL will be determined by management of WIL based on its evaluation of market conditions, the trading price of the Issuer's shares and other factors. The purchase program may be increased, suspended or discontinued at any time.

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) and (b)

As of the date hereof, WIL owns directly (and therefore is considered the beneficial owner of) 7,780,614 Ordinary Shares, or approximately 59.97% of the outstanding Ordinary Shares. Thus, as of the date hereof, WIL may be deemed to have the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, all such shares.

B.S.D. is the controlling shareholder of WIL, BGI is the controlling shareholder of B.S.D., Israel 18 is the controlling shareholder of BGI, and AG is the controlling shareholder of Israel 18. Accordingly, B.S.D., BGI, Israel 18, and AG may be deemed to beneficially own the 7,780,614 Ordinary Shares held directly by WIL.

As of the date hereof, ZW beneficially owns 571,074 Ordinary Shares (or approximately 4.38% of the outstanding Ordinary Shares), consisting of 504,407 Ordinary Shares owned directly and 66,667 Ordinary Shares underlying an option held by ZW to purchase such Ordinary Shares that is currently exercisable or exercisable within 60 days. Thus, as of the date hereof, ZW may be deemed to have the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, all such shares. In addition, ZW granted to B.S.D. an irrevocable proxy with respect to the 571,074 Ordinary Shares that he beneficially owns. As of the date hereof, JW beneficially owns 66,667 Ordinary Shares (or approximately 0.51% of the outstanding Ordinary Shares), consisting of 66,667 Ordinary Shares underlying an option held by JW to purchase such Ordinary Shares that is currently exercisable or exercisable within 60 days. Thus, as of the date hereof, JW may be deemed to have the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, all such shares. In addition, JW granted to B.S.D. an irrevocable proxy with respect to the 66,667 Ordinary Shares that he beneficially owns. Accordingly, B.S.D., BGI, Israel 18, and AG each may be deemed to beneficially own 8,418,355 Ordinary Shares (comprised of 7,780,614 Ordinary Shares directly owned by WIL, 571,074 Ordinary Shares for which B.S.D. holds an irrevocable proxy granted by ZW, and 66,667 Ordinary Shares for which B.S.D. holds an irrevocable proxy granted by JW), or approximately 64.23% of the outstanding Ordinary Shares. Thus, as of the date hereof, B.S.D., BGI, Israel 18, and AG each may be deemed to have the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, all such shares.

Each Reporting Person disclaims beneficial ownership of any Ordinary Shares except to the extent of his or its pecuniary interest therein. Neither the filing of this Amendment to Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Ordinary Shares referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(c) Except as set forth in this Amendment to Schedule 13D, to the best knowledge of the Reporting Persons, none of the Reporting Persons and no other person or entity described in Item 2 of this report has beneficial ownership of any Ordinary Shares.

The following table sets forth all of the transactions in Ordinary Shares by each of the Reporting Persons and any other person or entity described in Item 2 of this report during the past 60 days (such transactions involved open market purchase transactions of Ordinary Shares on the NASDAQ Capital Market):

| Date | Purchase of Ordinary Shares by WIL | Purchase of ordinary Shares by B.S.D. | Purchase of Ordinary Shares by BGI | Purchase of Ordinary Shares by AG | Purchase of Ordinary Shares by Israel 18 | Price Per Share * |
|----------|------------------------------------|---------------------------------------|------------------------------------|-----------------------------------|--|-------------------|
| 11/20/14 | 1,500 | --- | --- | --- | --- | US \$6.64 |
| 11/24/14 | 35,000 | --- | --- | --- | --- | US \$6.67 |
| 11/26/14 | 2,800 | --- | --- | --- | --- | US \$7.20 |
| 12/01/14 | 5,996 | --- | --- | --- | --- | US \$7.27 |
| 12/02/14 | 11,000 | --- | --- | --- | --- | US \$7.35 |

| | | | | | | |
|----------|---------|-----|-----|-----|-----|--------------|
| 12/03/14 | 46,000 | --- | --- | --- | --- | US \$7.37 |
| 12/04/14 | 31,000 | --- | --- | --- | --- | US \$7.35 |
| 12/08/14 | 100,000 | --- | --- | --- | --- | US \$7.36 |

(d) No person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividend from, or the proceeds from the sale of, the Ordinary Shares referred to in this Item 5.

(e) Not applicable

Percentages set forth in this Amendment to Schedule 13D were calculated based on 12,974,245 Ordinary Shares of the Issuer outstanding as of the date hereof (as provided by the Issuer).

Item 7. Material to be Filed as Exhibits.

Item 7 of Schedule 13D, "Interest in Securities of the Issuer" is amended by adding the following paragraphs:

Exhibits:

| Number | Description |
|--------|--|
| 99.1 | Joint Filing Agreement among the Reporting Persons |
| 99.2 | Extract from the Trade Register of Euryton Trust Management B.V. (incorporated herein by reference to Exhibit 99.2 to Amendment No. 23 to the Schedule 13D filed on June 13, 2014). |
| 99.3 | Agreement Between Emblaze Ltd. and Zwi W. & Co. Ltd., and Yossi Willi Management & Investments Ltd., Y.M. Dekel – Holdings & Investments Ltd., Joseph Williger dated March 2, 2014 (incorporated herein by reference to Exhibit 99.3 to Amendment No. 23 to the Schedule 13D filed on June 13, 2014). |
| 99.4 | Amendment Number 1 dated March 6, 2014 to the Agreement Between Emblaze Ltd. and Zwi W. & Co. Ltd., and Yossi Willi Management & Investments Ltd., Y.M. Dekel – Holdings & Investments Ltd., Joseph Williger (incorporated herein by reference to Exhibit 99.4 to Amendment No. 23 to the Schedule 13D filed on June 13, 2014). |
| 99.5 | Amendment Number 2 dated March 18, 2014 to the Agreement Between Emblaze Ltd. and Zwi W. & Co. Ltd., and Yossi Willi Management & Investments Ltd., Y.M. Dekel – Holdings & Investments Ltd., Joseph Williger (incorporated herein by reference to Exhibit 99.5 to Amendment No. 23 to the Schedule 13D filed on June 13, 2014). |
| 99.6 | Amendment Number 3 dated March 30, 2014 to the Agreement Between Emblaze Ltd. and Zwi W. & Co. Ltd., and Yossi Willi Management & Investments Ltd., Y.M. Dekel – Holdings & Investments Ltd., Joseph Williger (incorporated herein by reference to Exhibit 99.6 to Amendment No. 23 to the Schedule 13D filed on June 13, 2014). |
| 99.7 | Amendment Number 4 dated April 1, 2014 to the Agreement Between Emblaze Ltd. and Zwi W. & Co. Ltd., and Yossi Willi Management & Investments Ltd., Y.M. Dekel – Holdings & Investments Ltd., Joseph Williger (incorporated herein by reference to Exhibit 99.7 to Amendment No. 23 to the Schedule 13D filed on June 13, 2014). |

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: December 16, 2014

/s/ Alexander Granovsky
Alexander Granovsky

Israel 18 B.V.

By: /s/ Euryton Trust Management
B.V.

Name: Euryton Trust Management
B.V.

Title: Director

By: /s/ Doron Shamir

Name: Doron Shamir*

Title: Director

By: /s/ Alon Elmaliyah

Name: Alon Elmaliyah*

Title: Proxy Holder A

BGI Investments (1961) Ltd.

By: /s/ Israel Yossef Schneorson

Name: Israel Yossef Schneorson

Title: Chief Executive Officer

By: /s/ Eyal Merdler

Name: Eyal Merdler

Title: Chief Financial Officer

B.S.D. Crown Ltd.

By: /s/ Israel Yossef Schneorson
Name: Israel Yossef Schneorson
Title: Chief Executive Officer

By: /s/ Eyal Merdler
Name: Eyal Merdler
Title: Chief Financial Officer

Willi-Food Investments Ltd.

By: /s/ Joseph Williger
Name: Joseph Williger
Title: Chairman

By: /s/ Emil Bulilovsky
Name: Emil Bulilovsky
Title: Chief Executive Officer

* Evidence of signature authority is filed herein as Exhibit 99.2.

Schedule 1

Set forth below are the names of the directors and executive officers of BGI Investments (1961) Ltd., B.S.D. Crown LTD., and Willi-Food Investments Ltd., and their present business addresses, principal occupation or employment, name of organization where such employment is conducted, description of the principal business of such organization and citizenship. The citizenship of all those listed below is Israel unless otherwise noted.

| Name | Amnon Ben-Shay | Merav Siegel | Gershon Chanoch Windweboim |
|---|--|--|---|
| | Board of Directors of BGI | Board of Directors of BGI | Board of Directors of BGI, B.S.D., WIL and the Issuer |
| Residence or business address | 32 Meskin St., Petach Tikva, Israel | 5 Haagor St., Moshav Zur Moshe, Israel | Tibirias 8, Beni-Brak 51403, Israel |
| Present principal occupation or employment | CFO | Investment banker | Lawyer |
| Name of corporation or organization where employed | ABE Trans Ltd. | Valkyrie Investment Ltd. | Meir Mizrachi Law Firm |
| Address of corporation or organization where employed | 42 Herbert Samuel St., Tel Aviv, Israel | P.O Box 201, Moshav Zur Moshe, Israel | 14 Aba H. Silver Rd., Ramat Gan, Israel |
| Description of principal business of corporation or organization where employed | International shipping and real estate in Poland | Banking and investment | Real estate and tax law |

| | | | |
|--|--|--|--|
| Name | Tamar Kfir Board of Directors of BGI | Israel Yossef Schneorson CEO and Deputy Chairman of the Board of Directors of both BGI and B.S.D.; Board of Directors of WIL and the Issuer | Shneor Zalman Vigler Board of Directors of BGI, WIL and the Issuer |
| Residence or business address | 30 Simtat Simcha Holtzberg, Givat Shmuel, Israel | P.O Box 350, Kfar-Habad 60840, Israel | P.O.Box 192, Kfar-Habad, Israel |
| Present principal occupation or employment | CEO | CEO and Deputy Chairman of the Board of Directors of both BGI and B.S.D. | CEO |
| Name of corporation or organization where employed | HBL Hadasit Bio Holdings Ltd. | BGI and B.S.D. | The Jewish community in Odessa and Southern Ukraine |
| Address of corporation or organization where employed | Jerusalem Bio-Park, 5th Floor, Hadassah Ein Kerem Campus, Jerusalem 91120, Israel | Provided in Item 2 | Osipova 21, Odessa, Ukraine |
| Description of principal business of corporation or organization where employed | Holding company in the field of biomedical investments | Provided in Item 2 | Material and spiritual assistance to members of the Jewish community |

| | | | |
|--|--|---|--|
| Name | Eyal Merdler CFO and Company Secretary of both BGI and B.S.D. | Abraham Wolff Board of Directors of B.S.D. | Yossef Schvinger CEO and Board of Directors of B.S.D. |
| Residence or business address | Adam Hacoheh 14, Tel Aviv 64585, Israel | P.O Box 350, Kfar-Habad 60840, Israel | HaKablan St. 12/14, Jerusalem, Israel |
| Present principal occupation or employment | CFO and Company Secretary of both BGI and B.S.D. | Chief Rabbi of Odessa and Southern Ukraine | Director General of the National Center for the Development of Holy Sites in Israel |
| Name of corporation or organization where employed | BGI and B.S.D. | Office of the Chief Rabbi, Odessa and Southern Ukraine | National Center for the Development of Holy Sites in Israel |
| Address of corporation or organization where employed | Provided in Item 2 | Osipova 21, Odessa, Ukraine | 68 Kanfei Nesharim St., Jerusalem, Israel |
| Description of principal business of corporation or organization where employed | Provided in Item 2 | Provides various services to the Jewish community of Odessa and Southern Ukraine | Governmental corporation that supervises the maintenance and development of holy sites if Israel |

| | | | |
|---|--|--|---------------------------------|
| Name | Zvi Shur | Keren Arad-Leibovitz | David Amsalem |
| | Board of Directors of B.S.D. | Board of Directors of B.S.D. | Board of Directors of WIL |
| Residence or business address | Hashoftim St. 57/20, Ramat Hasharon 47210, Israel | 2 Veinshel St., Tel Aviv, Israel | Harava 21, Maale Adumim, Israel |
| Present principal occupation or employment | Director at Shemen Industries Ltd., Kardan Nadlan Ltd. and B.S.D. | Lawyer | Director of Improvement |
| Name of corporation or organization where employed | Shemen Industries Ltd., Kardan Nadlan Ltd. and B.S.D. | Keren Law - Law Firm | City of Jerusalem |
| Address of corporation or organization where employed | Hashoftim St. 57/20, Ramat Hasharon 47210, Israel | 2 Veinshel St., Tel Aviv, Israel | Harava 21, Maale Adumim, Israel |
| Description of principal business of corporation or organization where employed | Shemen Industries Ltd. produces various types of olive and other oils; Kardan Nadlan Ltd. is in the property and real estate business; B.S.D.is provided in Item 2 | Commercial law, general legal counsel services, and capital markets / securities | Local municipality |

| Name | Emil Bulilovsky | Gil Hochboim | Itai Loewenstein |
|---|--|---|---|
| | VP of Business Development for B.S.D., CEO of WIL and Issuer, and Director of WIL and Issuer | VP of WIL and Issuer | CFO of WIL and Issuer |
| Residence or business address | 4 Nahal Harif St., Northern Industrial Zone, Yavne 81106, Israel | 4 Nahal Harif St., Northern Industrial Zone, Yavne 81106, Israel | 4 Nahal Harif St., Northern Industrial Zone, Yavne 81106, Israel |
| Present principal occupation or employment | VP of Business Development for B.S.D., CEO of WIL and Issuer | VP of Issuer | CFO of Issuer |
| Name of corporation or organization where employed | B.S.D, WIL, and Issuer | Issuer | Issuer |
| Address of corporation or organization where employed | Provided in Item 2 | 4 Nahal Harif St., Northern Industrial Zone, Yavne, 81106, Israel | 4 Nahal Harif St., Northern Industrial Zone, Yavne, 81106, Israel |
| Description of principal business of corporation or organization where employed | Provided in Item 2 | Importing and marketing of food products | Importing and marketing of food products |

| | | | |
|---|--|---------------------------------|---|
| Name | Shlomit Penn * | Israel Adler | Zwi Williger |
| | Board of Directors of WIL | Board of Directors of WIL | Chairman of the Board of the Issuer and Director of WIL |
| Residence or business address | 4 Tamrir St., Jaffa, Israel | 18 Alterman, Kfar Sabba, Israel | 4 Nahal Harif St., Northern Industrial Zone, Yavne 81106, Israel |
| Present principal occupation or employment | Consultant to high-tech companies mainly in the U.S. market regarding business development and sales | Advocate | Chairman of the Board of the Issuer |
| Name of corporation or organization where employed | Self-employed | Israel Adler Law Office | Issuer |
| Address of corporation or organization where employed | 4 Tamrir St., Jaffa, Israel | 7 Haumanim, Tel Aviv, Israel | 4 Nahal Harif St., Northern Industrial Zone, Yavne, 81106, Israel |
| Description of principal business of corporation or organization where employed | N/A | Law office | Importing and marketing of food products |

* Citizen of both Israel and Poland.

| | |
|--|--|
| Name | Joseph Williger President and Director of the Issuer and Chairman of the Board of WIL |
| Residence or business address | 4 Nahal Harif St., Northern Industrial Zone, Yavne 81106, Israel |
| Present principal occupation or employment | President and Director of the Issuer |
| Name of corporation or organization where employed | Issuer |
| Address of corporation or organization where employed | 4 Nahal Harif St., Northern Industrial Zone, Yavne, 81106, Israel |
| Description of principal business of corporation or organization where employed | Importing and marketing of food products |