

G WILLI FOOD INTERNATIONAL LTD  
Form 6-K/A  
November 23, 2004

FORM 6-K/A  
AMENDMENT NO. 1

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549  
Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
The Securities Exchange Act of 1934  
For the month of November 2004  
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G. WILLI-FOOD INTERNATIONAL LTD.  
(Translation of registrant's name into English)

3 Nahal Snir St., Yavne, Israel 81224  
(Address of principal executive offices)  
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Indicate by check mark whether registrant files or will file annual reports under cover Form 20-F or Form 40-F:

FORM 20-F       FORM 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (1):.....

Note: Regulation S-T Rule 101(b) (1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (7):.....

Note: Regulation S-T Rule 101(b) (7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

YES       NO

If "YES" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_.

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THIS AMENDMENT NO. 1 TO FORM 6-K OF G. WILLI FOOD INTERNATIONAL LTD. ("REGISTRANT") SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE PROSPECTUS, DATED APRIL 19, 2000, OF REGISTRANT INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-11848), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FILED, TO THE EXTENT NOT SUPERCEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

EXPLANATORY NOTE:

This Amendment No. 1 to Form 6-K of Registrant filed with the Securities and Exchange Commission on November 22, 2004 ("Form 6-K") is being filed to amend the Form 6-K to include the next succeeding paragraph and the press release attached as an exhibit hereto. Other than as set forth below, the information contained in the Form 6-K remains unchanged.

"EXHIBITS

Exhibit 99.1 Press Release, dated November 22, 2004, filed as an exhibit hereto, is incorporated by reference herein."

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

G. WILLI-FOOD INTERNATIONAL LTD.

Dated: November 23, 2004

By: /s/ Joseph Williger  
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Joseph Williger  
Chief Executive Officer