

G WILLI FOOD INTERNATIONAL LTD  
Form SC 13G/A  
February 13, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)<sup>1</sup>**

**G. WILLI-FOOD INTERNATIONAL LTD.**

**(Name of Issuer)**

**Ordinary Shares, NIS 0.10 nominal value per share**

**(Title of Class of Securities)**

**M52523103**

**(CUSIP Number)**

**December 31, 2017**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

<sup>1</sup> 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*).

(Continued on following page(s))

- Page 1 of 10 Pages -

CUSIP No. M52523103

1. Names of Reporting Persons

Brian Gaines

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power:

Number of

Shares 168,550

6. Shared Voting Power:

Beneficially

Owned by 1,120,455

7. Sole Dispositive Power:

Each

Reporting

Person 168,550

8. Shared Dispositive Power:

With:

1,120,455

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,289,005

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.7%

12. Type of Reporting Person (See Instructions)

IN

- Page 2 of 10 Pages -

CUSIP No. M52523103

1. Names of Reporting Persons

Springhouse Capital (Master), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

Number of 5. Sole Voting Power:

Shares 6. Shared Voting Power:

Beneficially

Owned by 1,120,455

Each 7. Sole Dispositive Power:

Reporting 8. Shared Dispositive Power:

Person

With: 1,120,455

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,120,455

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.5%

12. Type of Reporting Person (See Instructions)

PN

- Page 3 of 10 Pages -

CUSIP No. M52523103

1. Names of Reporting Persons

Springhouse Asset Management, Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

Number of 5. Sole Voting Power:

Shares 6. Shared Voting Power:

Beneficially

Owned by 1,120,455

Each 7. Sole Dispositive Power:

Reporting 8. Shared Dispositive Power:

Person

With: 1,120,455

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,120,455

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.5%

12. Type of Reporting Person (See Instructions)

CO

- Page 4 of 10 Pages -



CUSIP No. M52523103

1. Names of Reporting Persons

Springhouse Capital Management, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power:

Shares 6. Shared Voting Power:

Beneficially

Owned by 1,120,455

Each 7. Sole Dispositive Power:

Reporting 8. Shared Dispositive Power:

Person

With: 1,120,455

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,120,455

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.5%

12. Type of Reporting Person (See Instructions)

PN

- Page 5 of 10 Pages -

CUSIP No. M52523103

1. Names of Reporting Persons

Springhouse Capital Management G.P., LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power:

Shares

6. Shared Voting Power:

Beneficially

Owned by

1,120,455

Each

7. Sole Dispositive Power:

Reporting

8. Shared Dispositive Power:

Person

With:

1,120,455

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,120,455

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.5%

12. Type of Reporting Person (See Instructions)

OO

- Page 6 of 10 Pages -

**Item 1(a). Name of Issuer:**

G. Willi-Food International Ltd.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

4 Nahal Harif St., Yavne 81224, Israel

**Item 2(a). Name(s) of Person(s) Filing:**

1. Springhouse Capital (Master), L.P. (the Fund )
2. Springhouse Asset Management, Ltd. (the General Partner )
3. Springhouse Capital Management, L.P. ( Management )
4. Springhouse Capital Management G.P., LLC ( Springhouse )
5. Brian Gaines

The Fund, the General Partner, Management, Springhouse and Mr. Gaines are collectively referred to as the Reporting Persons.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

18 Burr Farms Road, Westport, Connecticut 06880

**Item 2(c). Citizenship:**

The Fund is a Cayman Islands exempted limited partnership. The General Partner is a Cayman Islands exempted company. Management is a Delaware limited partnership. Springhouse is a Delaware limited liability company. Mr. Gaines is a citizen of the United States.

**Item 2(d). Title of Class of Securities:**

Ordinary shares, NIS 0.10 nominal value per share

**Item 2(e). CUSIP Number:**

M52523103

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act, (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d (b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable

**Item 4. Ownership:**

**(a) Amount beneficially owned:**

The Fund directly beneficially owns 1,120,455 shares.

The General Partner is the general partner of the Fund and, as a result, may be deemed to beneficially own shares owned by the Fund.

Management is the investment manager of the Fund and, as a result, may be deemed to beneficially own shares owned by the Fund.

Springhouse is the general partner of Management and, as a result, may be deemed to beneficially own shares owned by the Fund.

Mr. Gaines owns 128,959 shares for his own account and may be deemed to beneficially own an additional 39,951 shares held by immediate family members in accounts Mr. Gaines controls.

Mr. Gaines serves as managing member of Springhouse and as a director of the General Partner and, as a result, may be deemed to beneficially own shares owned by the Fund.

**(b) Percent of class:**

The Fund, the General Partner, Management and Springhouse may be deemed to beneficially own 8.5%, based on 13,240,913 shares outstanding as of September 30, 2017, according to the Issuer's report on Form 6-K filed on November 27, 2017.

Mr. Gaines may be deemed to beneficially own 9.7%, based on 13,240,913 shares outstanding as of September 30, 2017, according to the Issuer's report on Form 6-K filed on November 27, 2017.

**(c) Number of shares as to which the person has:**

- (i) Sole power to vote or to direct the vote: Mr. Gaines may be deemed to have the sole power to vote or direct the vote of 168,550 shares.
- (ii) Shared power to vote or to direct the vote: Each of the Reporting Persons may be deemed to have the shared power to vote or direct the vote of 1,120,455 shares.
- (iii) Sole power to dispose or direct the disposition: Mr. Gaines may be deemed to have the sole power to dispose or direct the disposition of 168,550 shares.
- (iv) Shared power to dispose or direct the disposition: Each of the Reporting Persons may be deemed to have the shared power to dispose or direct the disposition of 1,120,455 shares.





**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. \_\_\_

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable

**Item 8. Identification and Classification of Members of the Group:**

Not applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certification.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2018

(Date)

/s/ Brian Gaines

(Signature)

Brian Gaines, individually, and as managing member of Springhouse Capital Management G.P., LLC, the general partner of Springhouse Capital Management, L.P., and as a director of Springhouse Asset Management, Ltd., the general partner of Springhouse Capital (Master), L.P.

- Page 10 of 10 Pages -