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G WILLI FOOD INTERNATIONAL LTD

Form 6-K

November 28, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

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 2008

G. WILLI-FOOD INTERNATIONAL LTD.
(Translation of registrant's name into English)

4 Nahal Harif St., Yavne, Israel 81106
(Address of principal executive offices)

Indicate by check mark whether registrant files or will file annual reports under cover of 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):.....

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):.....

Indicate by check mark whether registrant by furnishing the information contained in this Form, the registrant 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-_____.

Attached hereto and incorporated by reference herein is a press release issued by G. Willi-Food International Ltd. ("Registrant") on November 28, 2008.

This report on Form 6-K shall be deemed to be incorporated by reference in the Registration Statements on Form F-3 (File No. 333-11848 and 333-138200) of the Registrant.

SIGNATURES

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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 28, 2008

By: /s/ Ety Sabach

Ety Sabach
Chief Financial Officer

News

FOR IMMEDIATE RELEASE

G. WILLI-FOOD REPORTS 97% DECREASE IN NET INCOME FOR THE THIRD QUARTER OF 2008 COMPARED TO THIRD QUARTER OF 2007

G. WILLI-FOOD'S SUBSIDIARY, SHAMIR SALADS, RECEIVES PURPORTED CLASS ACTION LAWSUIT

YAVNE, ISRAEL - NOVEMBER 28, 2008 - G. WILLI-FOOD INTERNATIONAL LTD. (NASDAQ: WILC) (THE "COMPANY" OR "WILLI-FOOD"), one of Israel's largest food importers and a single-source supplier of one of the world's most extensive ranges of quality kosher food products, today announced its unaudited financial results for the third quarter and nine months ended September 30, 2008.

THIRD QUARTER FISCAL 2008 SUMMARY

- o 32.6% increase in sales over third quarter of 2007
- o 26.1% increase in gross profit over third quarter of 2007
- o 36.9% decrease in operating income over third quarter 2007
- o 91.5% decrease in income before taxes on income over third quarter of 2007
- o 96.8% decrease in net income related to Company Shareholders compared to third quarter of 2007

Sales for the third quarter of fiscal 2008 increased by 32.6% to NIS 79.1 million (US \$23.1 million) compared to revenues of NIS 59.7 million (US \$17.5 million) in the third quarter of 2007. Willi-Food's organic growth in its home market of Israel was very slow in the third quarter, and most of the sales increase resulted from the recent consolidation of the revenues of the two subsidiaries - Shamir Salads and the Danish dairy distributor.

Gross profit for the third quarter of 2008 increased by 26.1% to NIS 14.5 million (US \$4.2 million) compared to gross profit of NIS 11.5 million (US \$3.4 million) in the third quarter of 2007. Third quarter gross margin was 18.3% compared to gross margin of 19.2% during the same period in 2007. The price of

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global food commodities has remained volatile during the year to date. As result of this price volatility and its effects on food producers and on our suppliers, the recent strengthening of the USD versus the NIS, and the general effects of the global economic recession, Willi-Food is not expecting to maintain its historical gross margins through the full fiscal year.

Mr. Zwi Williger, President and COO of Willi-Food commented, "Third quarter results were affected by the continued environment of uncertainty in the global financial markets. We believe that Willi-Food's results in the fourth quarter will be affected by the recession that has affected global food manufacturers and distributors, as well as our customers. In light of these factors, Willi-Food's top line growth in the third quarter of 2008, compared to the third quarter of 2007 was less than that the growth reported in the first and second quarters of 2008 over the comparable periods in 2007, and this reduction in top line growth will likely continue in the fourth quarter of 2008 as well."

Willi-Food's operating income for the third quarter of 2008 decreased by 36.9% to NIS 0.7 million (US \$209 thousand) compared to operating income of NIS 1.1 million (US \$331 thousand) reported in the comparable quarter of last year. Third quarter selling expenses as a percentage of revenues decreased to 10.4% compared to 11.1% in the third quarter of 2007. In addition, general and administrative expenses as a percentage of revenue increased to 6.6% from 6.2% in the third quarter of 2007.

Willi-Food's third quarter 2008 income before taxes decreased by 91.5% to NIS 0.3 million (US \$87 thousand) compared to income before taxes of NIS 3.5 million (US \$1.0 million) recorded in the third quarter of 2007. Willi Food's net income related to Company Shareholders in the third quarter 2008 decreased by 96.8% to NIS 88 thousand (US \$26 thousand), or NIS 0.01 (US\$ 0.003) per share compared to a net income related to Company Shareholders of NIS 2.8 million (US \$0.81 million), or NIS 0.27 (US\$0.08) per share, recorded in the third quarter of 2007.

NINE-MONTH RESULTS

Willi-Food's sales for the nine-month period of 2008 increased by 41.6% to NIS 264.6 million (US \$77.4 million) compared to revenues of NIS 186.9 million (US \$54.6 million) in the first nine-months of 2007. Gross profit for the period increased 35.5% to NIS 61.3 million (US \$17.9 million) compared to gross profit of NIS 45.2 million (US \$13.2 million) for the nine-month period in 2007. First nine-month gross margins were 23.2% compared to gross margins of 24.2% in the same period in 2007.

Operating income for the first nine-month of 2008 increased by 0.6% to NIS 14.1 million (US \$4.1 million) from NIS 14.0 million (US \$4.1 million) reported in the comparable period of last year. First nine-month 2008 income before taxes decreased by 23% to NIS 12.3 million (US \$3.6 million) compared to NIS 15.9 million (US \$4.7 million) recorded in the first nine-month of 2007. Net income related to Company Shareholders for the first nine months of 2008 decreased by 34.5% to NIS 6.7 million (US \$2.0 million), or NIS 0.65 (US \$0.19) per share, compared to net income related to the Company Shareholders for the first nine months of 2007 of NIS 10.2 million (US \$3.0 million), or NIS 1.00 (US \$0.29) per share.

CLASS ACTION LAWSUIT

The Company also announced today that a purported class action lawsuit had been filed by an individual against its subsidiary - Shamir Salads. The complaint,

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which has not been recongnized as a class action, alleges that Shamir Salads misled its customers by writing on certain of its products that such products were "home production" while those products were manufactured in Shamir Salad's industrial factory. The complaint alleges damages of approximately NIS 7.45 million (approximately US\$ 2.18 million). Shamir Salads believes that the complaint is without merit and intends to vigorously defend against the litigation.

OUTLOOK

Mr. Williger commented, "Willi-Food is facing a global recession that we expect will harm its results in the near and far future - both in terms of sales and net profit. In the last year, we have faced challenges pertaining to food commodities that exceeded global inflation rates and proved that our diversification strategy was working. Our top line growth was a reflection of the synergies we have created to channel the broad range of products coming from our own sourcing and that of our subsidiaries. We expect that growth to stop due to the global economic situation and increased unemployment that are affecting, and we expect will continue to affect, our customer base, both in the retail and wholesale markets, in Israel and abroad."

Mr. Williger continued, "In light of the anticipated continued recession and increasing unemployment rates, our foreseeable challenges ahead will be in managing our product mix, and in particular the cost of our products, to an acceptable degree, to accommodate the anticipated desires of our consumers to acquire lower cost products. We hope that in these difficult times we will be able to maintain our customer base both in the retail and in the wholesale markets."

Mr. Williger concluded, "Previously we provided guidance for 2008 sales to be in excess of NIS 330 million (at such time, US \$100 million). However, due to the strengthening of the USD versus the NIS and the continuing economic crises that we are facing, as described above, we expect 2008 sales to be in excess of NIS 320 million (at the current exchange rate - US \$80 million)."

ABOUT G. WILLI-FOOD INTERNATIONAL, LTD.

G. Willi-Food International Ltd. is one of Israel's largest food importers and a single-source supplier of one of the world's most extensive ranges of quality kosher food products. It currently imports, markets and distributes more than 2,500 food products manufactured by some 120 top-tier suppliers throughout the world to more than 2,000 customers. Willi-Food excels in identifying changing tastes in its markets and sourcing high-quality kosher products to address them. The Company also operates several subsidiaries: its subsidiary, Gold Frost Ltd., develops and distributes kosher chilled and frozen dairy food products internationally together with its Danish dairy distributor subsidiary; the joint venture with the Baron Family engages in the global import, export and distribution of kosher products worldwide; and Shamir Salads is a leading international manufacturer and distributor of pre-packaged chilled Mediterranean dips and spreads. For more information, please visit the Company's website at <http://www.willi-food.co.il>.

THIS PRESS RELEASE CONTAINS FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 RELATING TO FUTURE EVENTS OR OUR FUTURE PERFORMANCE, SUCH AS STATEMENTS REGARDING TRENDS, DEMAND FOR OUR PRODUCTS AND EXPECTED REVENUES, OPERATING RESULTS, AND EARNINGS. FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE OUR ACTUAL RESULTS, LEVELS

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OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED IN THOSE FORWARD-LOOKING STATEMENTS. THESE RISKS AND OTHER FACTORS INCLUDE BUT ARE NOT LIMITED TO: CHANGES AFFECTING CURRENCY EXCHANGE RATES, INCLUDING THE NIS/U.S. DOLLAR EXCHANGE RATE, PAYMENT DEFAULT BY ANY OF OUR MAJOR CLIENTS, THE LOSS OF ONE OF MORE OF OUR KEY PERSONNEL, CHANGES IN LAWS AND REGULATIONS, INCLUDING THOSE RELATING TO THE FOOD DISTRIBUTION INDUSTRY, AND INABILITY TO MEET AND MAINTAIN REGULATORY QUALIFICATIONS AND APPROVALS FOR OUR PRODUCTS, TERMINATION OF ARRANGEMENTS WITH OUR SUPPLIERS, IN PARTICULAR ARLA FOODS, LOSS OF ONE OR MORE OF OUR PRINCIPAL CLIENTS, INCREASING LEVELS OF COMPETITION IN ISRAEL AND OTHER MARKETS IN WHICH WE DO BUSINESS, CHANGES IN ECONOMIC CONDITIONS IN ISRAEL, INCLUDING IN PARTICULAR ECONOMIC CONDITIONS IN THE COMPANY'S CORE MARKETS, OUR INABILITY TO ACCURATELY PREDICT CONSUMPTION OF OUR PRODUCTS AND RISKS ASSOCIATED WITH PRODUCT LIABILITY CLAIMS. WE CANNOT GUARANTEE FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS. THE MATTERS DISCUSSED IN THIS PRESS RELEASE ALSO INVOLVE RISKS AND UNCERTAINTIES SUMMARIZED UNDER THE HEADING "RISK FACTORS" IN THE COMPANY'S ANNUAL REPORT ON FORM 20-F FOR THE YEAR ENDED DECEMBER 31, 2007, FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THESE FACTORS ARE UPDATED FROM TIME TO TIME THROUGH THE FILING OF REPORTS AND REGISTRATION STATEMENTS WITH THE SECURITIES AND EXCHANGE COMMISSION. WE DO NOT ASSUME ANY OBLIGATION TO UPDATE THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE.

NOTE A: CONVENIENCE TRANSLATION TO DOLLARS

The convenience translation of New Israeli Shekels (NIS) into U.S. dollars was made at the rate of exchange prevailing on September 30, 2008: U.S. \$1.00 equals NIS 3.421. The translation was made solely for the convenience of the reader.

NOTE B: IFRS

The Company's consolidated financial results for the three-month and nine-month periods ended September 30, 2008 are presented in accordance with International Financial Reporting Standards ("IFRS"). In prior years the Company prepared its financial reports in accordance with generally accepted accounting principles in Israel ("IL GAAP"). The Company recasted the comparative amounts included in this financial results to IFRS.

COMPANY CONTACT:

G. Willi-Food International Ltd.
Ety Sabach, CFO
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ety@willi-food.co.il

G. WILLI-FOOD INTERNATIONAL LTD. CONDENSED CONSOLIDATED BALANCE SHEETS

| SEPT 30, | DECEMBER 31, | SEPT 3 |
|----------|--------------|--------|
| ----- | ----- | ----- |
| 2 0 0 8 | 2 0 0 7 | 2 0 0 |
| ----- | ----- | ----- |
| NIS | | |
| ----- | | |

(IN THOUSANDS)

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| | | | |
|-------------------------------------------------------------------------------------------------------------------------|---------|---------|-------|
| ----- | | | |
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 55,391 | 61,649 | 16,1 |
| Marketable securities | 32,366 | 31,267 | 9,4 |
| Trade receivables | 76,373 | 63,728 | 22,3 |
| Other receivables and prepaid expenses | 10,574 | 4,374 | 3,0 |
| Inventories | 30,110 | 29,166 | 8,8 |
| | ----- | ----- | ----- |
| TOTAL CURRENT ASSETS | 204,814 | 190,184 | 59,8 |
| | ----- | ----- | ----- |
| FIXED ASSETS | | | |
| Cost | 54,665 | 44,569 | 15,9 |
| Less: accumulated depreciation and amortization | 12,618 | 8,355 | 3,6 |
| | ----- | ----- | ----- |
| | 42,047 | 36,214 | 12,2 |
| | ----- | ----- | ----- |
| OTHER ASSETS, NET | 22,208 | 13,069 | 6,4 |
| | ===== | ===== | ===== |
| | 269,069 | 239,467 | 78,6 |
| | ===== | ===== | ===== |
| LIABILITIES AND SHAREHOLDERS' | | | |
| EQUITY | | | |
| CURRENT LIABILITIES | | | |
| Short-term loans | 15,296 | 5,978 | 4,4 |
| Trade payables | 45,802 | 33,961 | 13,3 |
| Related parties | 2,594 | 3,945 | 7 |
| Other payables and accrued expenses | 11,755 | 3,655 | 3,4 |
| | ----- | ----- | ----- |
| TOTAL CURRENT LIABILITIES | 75,447 | 47,539 | 22,0 |
| | ----- | ----- | ----- |
| LONG TERM LIABILITIES | | | |
| Long term loan | 1,064 | - | 3 |
| Deffered tax | 69 | 118 | |
| Accrued severance pay | 628 | 163 | 1 |
| | ----- | ----- | ----- |
| TOTAL LONG TERM LIABILITIES | 1,761 | 281 | 5 |
| | ----- | ----- | ----- |
| WARRANTS TO ISSUE SHARES | 58 | 1,040 | |
| | ----- | ----- | ----- |
| SHAREHOLDERS' EQUITY | | | |
| Ordinary shares NIS 0.10 par value (authorized - 50,000,000 shares, issued and outstanding - 10,267,893 shares | 1,113 | 1,113 | 3 |
| Additional paid-in capital | 59,056 | 59,056 | 17,2 |
| Capital fund relating to Goodwill | 247 | - | |
| Foreign currency translation reserve | (811) | (414) | (2) |
| Retained earnings | 118,930 | 112,233 | 34,7 |
| Minority Interest | 13,268 | 18,619 | 3,8 |
| | ----- | ----- | ----- |
| | 191,803 | 190,607 | 56,0 |
| | ===== | ===== | ===== |
| | 269,069 | 239,467 | 78,6 |
| | ===== | ===== | ===== |

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(*) Convenience translation into US dollars

G. WILLI-FOOD INTERNATIONAL LTD. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

| | THREE MONTHS | | NINE MONTHS | |
|-----------------------------------------|------------------------------------------|---------------|---------------|---------------|
| | ENDED SEPTEMBER 30, | | | |
| | 2 0 0 8 | 2 0 0 7 | 2 0 0 8 | 2 0 0 7 |
| | N I S | | | |
| | I N T H O U S A N D S (EXCEPT PER SHARE) | | | |
| Sales | 264,628 | 186,913 | 79,147 | 264,628 |
| Cost of sales | 203,337 | 141,666 | 64,678 | 203,337 |
| GROSS PROFIT | 61,291 | 45,247 | 14,469 | 61,291 |
| Selling expenses | 25,808 | 18,948 | 8,270 | 25,808 |
| General and administrative expenses | 19,120 | 12,270 | 5,219 | 19,120 |
| Other (Income) Expense | 2,247 | (9) | 266 | 2,247 |
| Total operating expenses | 47,175 | 31,209 | 13,755 | 47,175 |
| OPERATING INCOME (EXPENSE) | 14,116 | 14,038 | 714 | 14,116 |
| Financial income | 2,648 | 2,740 | 622 | 2,648 |
| Financial expense | 4,505 | 866 | 1,040 | 4,505 |
| Income (expense) before taxes on income | 12,259 | 15,912 | 296 | 12,259 |
| Taxes on income | 3,404 | 3,250 | (346) | 3,404 |
| INCOME AFTER TAXES ON INCOME | 8,855 | 12,662 | 642 | 8,855 |
| RELATED TO: | | | | |
| Company Shareholders' | 6,697 | 10,227 | 88 | 6,697 |
| Minority interest | 2,158 | 2,435 | 554 | 2,158 |
| NET INCOME | 8,855 | 12,662 | 642 | 8,855 |

Earnings per share data:

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Earnings per share:

| | | | | |
|-------------------------------------------------------------------------------|------------|------------|------------|-------|
| Basic | 0.65 | 1.00 | 0.01 | |
| | ===== | ===== | ===== | ===== |
| Diluted | 0.65 | 1.00 | 0.01 | |
| | ===== | ===== | ===== | ===== |
| Shares used in computing basic and diluted earnings per ordinary share: | 10,267,893 | 10,267,893 | 10,267,893 | 10, |
| | ===== | ===== | ===== | ===== |

(*) Convenience translation into US dollars