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G WILLI FOOD INTERNATIONAL LTD

Form 6-K

September 29, 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

Date of the Report: September 29, 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-_____.

EXPLANATORY NOTE

Attached hereto and incorporated by reference herein are the following:

ITEM 1 - Consolidated financial statements of G. Willi-Food International Ltd.
for the six month period ended June 30, 2008, prepared in accordance with
International Financial Reporting Standards ("IFRS"). (these financial
statements are in addition to the second quarter 2008 results that were
contained in a press release dated August 27, 2008 and filed under Form 6-K
that day):

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- a. Condensed Consolidated Balance Sheets as of June 30, 2008 (unaudited) and December 31, 2007.
- b. Condensed Consolidated Statements of Operations for the six and three month periods ended June 30, 2008 and June 30, 2007 (unaudited).
- c. Statements of Shareholders' Equity for the period ended June 30, 2008 (unaudited).
- d. Condensed Consolidated Statements of Cash Flows for the six and three month periods ended June 30, 2008 and June 30, 2007 (unaudited).
- e. Notes to Condensed Consolidated Financial Statements.

ITEM 2 - Management's Discussion and Analysis of Financial Condition and Results of Operation.

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

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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.

By: /s/ Ety Sabach

Ety Sabach
Chief Financial Officer

Dated: September 29, 2008

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ITEM 1

G. WILLI-FOOD INTERNATIONAL LTD.

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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2. Condensed Consolidated Statements of Operations for the six and three month periods ended June 30, 2008 and June 30, 2007 (unaudited). F-3
3. Statements of Shareholders' Equity for the period ended June 30, 2008 (unaudited). F-4

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4. Condensed Consolidated Statements of Cash Flows for the six and three month periods ended June 30, 2008 and June 30, 2007 (unaudited). F-5
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G. WILLI-FOOD INTERNATIONAL LTD.
CONDENSED CONSOLIDATED BALANCE SHEETS

| | JUNE 30, ----- 2 0 0 8 ----- | DECEMBER 31, ----- 2 0 0 7 ----- | JUNE 30, ----- 2 0 0 7 ----- |
|---|---------------------------------------|---|---------------------------------------|
| | NIS | | |
| | (IN THOUSANDS) | | |
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 46,712 | 61,649 | 13,9 |
| Marketable securities | 32,413 | 31,267 | 9,6 |
| Trade receivables | 77,188 | 63,728 | 23,0 |
| Other receivables and prepaid expenses | 9,406 | 4,374 | 2,8 |
| Inventories | 33,469 | 29,166 | 9,9 |
| | ----- | ----- | ----- |
| TOTAL CURRENT ASSETS | 199,188 | 190,184 | 59,4 |
| | ----- | ----- | ----- |
| FIXED ASSETS | | | |
| Cost | 54,447 | 44,569 | 16,2 |
| Less: accumulated depreciation and amortization | 11,658 | 8,355 | 3,4 |
| | ----- | ----- | ----- |
| | 42,789 | 36,214 | 12,7 |
| | ----- | ----- | ----- |
| OTHER ASSETS | | | |
| Goodwill | 8,164 | 1,795 | 2,4 |
| Deferred expenses | 10,731 | 10,815 | 3,2 |
| Intangible assets | 2,806 | 103 | 8 |
| Deferred tax | 404 | 356 | 1 |
| | ----- | ----- | ----- |
| | 22,105 | 13,069 | 6,5 |
| | ===== | ===== | ===== |
| | 264,082 | 239,467 | 78,7 |
| | ===== | ===== | ===== |
| LIABILITIES AND SHAREHOLDERS' | | | |
| EQUITY | | | |
| CURRENT LIABILITIES | | | |
| Short-term loans | 14,053 | 5,978 | 4,1 |
| Trade payables | 40,981 | 33,961 | 12,2 |
| Related parties | 2,475 | 3,945 | 7 |
| Other payables and accrued expenses | 13,527 | 3,655 | 4,0 |
| | ----- | ----- | ----- |
| TOTAL CURRENT LIABILITIES | 71,036 | 47,539 | 21,1 |
| | ----- | ----- | ----- |

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| | | | |
|---|---------|---------|-------|
| LONG TERM LIABILITIES | | | |
| Long term loan | 953 | - | 2 |
| Deffered tax | 38 | 118 | |
| Accrued severance pay | 598 | 163 | 1 |
| | ----- | ----- | ----- |
| TOTAL LONG TERM LIABILITIES | 1,589 | 281 | 4 |
| | ----- | ----- | ----- |
| WARRANTS TO ISSUE SHARES | 101 | 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 | 59,303 | 59,056 | 17,6 |
| Foreign currency translation reserve | (863) | (414) | (2 |
| Retained earnings | 118,842 | 112,233 | 35,4 |
| Minority Interest | 12,961 | 18,619 | 3,8 |
| | ----- | ----- | ----- |
| | 191,356 | 190,607 | 57,0 |
| | ===== | ===== | ===== |
| | 264,082 | 239,467 | 78,7 |
| | ===== | ===== | ===== |

(*) Convenience translation into U.S. dollars

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

| | SIX MONTHS | | THREE MONTHS | |
|--|--------------------------------------|---------|--------------|-------|
| | ----- | | | |
| | ENDED JUNE 30, | | | |
| | 2 0 0 8 | 2 0 0 7 | 2 0 0 8 | 2 |
| | ----- | ----- | ----- | ----- |
| | NIS | | | |
| | ----- | | | |
| | I N T H O U S A N D S (EXCEPT PER SH | | | |
| | ----- | | | |
| Sales | 185,481 | 127,216 | 79,036 | |
| Cost of sales | 138,659 | 93,439 | 62,271 | |
| | ----- | ----- | ----- | ----- |
| GROSS PROFIT | 46,822 | 33,777 | 16,765 | |
| | ----- | ----- | ----- | ----- |
| Selling expenses | 17,538 | 12,316 | 8,436 | |
| General and administrative expenses | 13,901 | 8,566 | 7,752 | |
| Other (income) expense | 1,981 | (9) | 1,981 | |
| | ----- | ----- | ----- | ----- |
| Total operating expenses | 33,420 | 20,873 | 18,169 | |

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| | | | | |
|---|------------|------------|------------|-----|
| OPERATING INCOME (LOSS) | 13,402 | 12,904 | (1,404) | |
| Financial income | 2,026 | 2,534 | 1,207 | |
| Financial expense | 3,465 | 3,025 | 936 | |
| Income (loss) before taxes on income | 11,963 | 12,413 | (1,133) | |
| Taxes on income | 3,750 | 2,861 | 312 | |
| INCOME (LOSS) AFTER TAXES ON INCOME | 8,213 | 9,552 | (1,445) | |
| RELATED TO: | | | | |
| Company Shareholders' | 6,609 | 7,455 | (1,986) | |
| Minority interest | 1,604 | 2,097 | 541 | |
| NET INCOME (LOSS) | 8,213 | 9,552 | (1,445) | |
| Earnings per share data: | | | | |
| Earnings per share: | | | | |
| Basic | 0.64 | 0.73 | (0.19) | |
| Diluted | 0.64 | 0.73 | (0.19) | |
| Shares used in computing basic and diluted earnings per ordinary share: | 10,267,893 | 10,267,893 | 10,267,893 | 10, |

(*) Convenience translation into U.S. dollars

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G. WILLI-FOOD INTERNATIONAL LTD.
CONDENSED STATEMENTS OF SHAREHOLDERS' EQUITY

| | SHARE CAPITAL | ADDITIONAL PAID-IN CAPITAL | FOREIGN CURRENCY TRANSLATION DJUSTMENTS | RETAINED EARNINGS NIS |
|---------------------------|------------------|----------------------------------|--|--------------------------|
| | | | | NIS |
| | | | | (IN THOUSANDS) |
| BALANCE - JANUARY 1, 2007 | 1,113 | 59,056 | - | 109,891 |

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| | | | | |
|---|-------|--------|-------|---------|
| Foreign currency translation reserve | - | - | (414) | - |
| Purchase of subsidiary | - | - | - | - |
| Purchase of additional shares in subsidiary | - | - | - | - |
| Net income for the period | - | - | - | 2,342 |
| | ----- | ----- | ----- | ----- |
| BALANCE - DECEMBER 31, 2007 | 1,113 | 59,056 | (414) | 112,233 |
| Foreign currency translation reserve | - | - | (449) | - |
| Purchase of subsidiary | - | - | - | - |
| Purchase of additional shares in subsidiary | - | 247 | - | - |
| Net income for the period | - | - | - | 6,609 |
| | ----- | ----- | ----- | ----- |
| BALANCE - JUNE 30, 2008 | 1,113 | 59,303 | (863) | 118,842 |
| | ===== | ===== | ===== | ===== |

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G. WILLI-FOOD INTERNATIONAL LTD.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

| | SIX MONTHS | | THREE MONTHS |
|---|----------------|----------|--------------|
| | ENDED JUNE 30, | | |
| | 2 0 0 8 | 2 0 0 7 | 2 0 0 8 |
| | ----- | ----- | ----- |
| | NIS | | |
| | ----- | | |
| | (IN THOUSANDS) | | |
| | ----- | | |
| CASH FLOWS - OPERATING ACTIVITIES | | | |
| Net income (loss) | 8,213 | 9,552 | (1,445) |
| ADJUSTMENTS TO RECONCILE NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES: | | | |
| Depreciation and amortization | 2,266 | 819 | 1,173 |
| Deferred income taxes | (128) | (69) | (290) |
| Gain on disposition of fixed assets | - | (9) | - |
| Unrealized loss (gain) on marketable securities | 306 | (813) | (204) |
| Revaluation of loans from banks | 31 | - | 158 |
| CHANGES IN ASSETS AND LIABILITIES: | | | |
| Decrease (Increase) in: | | | |
| Trade accounts receivable | (18) | (13,662) | 22,018 |
| Receivables and other current assets | (3,923) | 512 | (713) |

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| | | | |
|---|---------|---------|----------|
| Inventory | (1,681) | (3,950) | 18,056 |
| Deferred expenses | 106 | 27 | 52 |
| Increase (Decrease) in: | | | |
| Trade accounts payable | (4,070) | 12,460 | (10,839) |
| Payables and other current liabilities | 5,161 | (3,160) | (2,335) |
| warrants to issue shares of subsidiary | (939) | 2,498 | (626) |
| Accrued severance pay, net | 84 | (102) | 66 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 5,408 | 4,103 | 25,071 |

(*) Convenience translation into U.S. dollars.

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G. WILLI-FOOD INTERNATIONAL LTD.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

| | SIX MONTHS | | THREE MONTHS |
|--|----------------|----------|--------------|
| | ENDED JUNE 30, | | |
| | 2 0 0 8 | 2 0 0 7 | 2 0 0 8 |
| | NIS | | |
| | (IN THOUSANDS) | | |
| CASH FLOWS - INVESTING ACTIVITIES | | | |
| Proceeds from realization (purchase) of marketable securities, net | (1,452) | (17,757) | (1,823) |
| Purchase of additional shares in subsidiary | (9,250) | - | - |
| Purchase of subsidiary | (7,108) | (15,400) | (880) |
| Additions to fixed assets | (1,714) | (9,068) | (723) |
| Additions to intangible assets | (50) | - | (50) |
| Long term deposit, net | (35) | - | 13 |
| Proceeds on disposition of fixed assets | - | 9 | - |
| NET CASH USED IN INVESTING ACTIVITIES | (19,609) | (42,216) | (3,463) |
| CASH FLOWS - FINANCING ACTIVITIES | | | |
| Short-term bank credit, net | - | - | (140) |
| Short-term bank payments | (2,403) | - | (2,041) |
| Short-term bank borrowings | 1,951 | 6,374 | 1,198 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | (452) | 6,374 | (983) |

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| | | | |
|--|----------|----------|--------|
| EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS IN SUBSIDIARY | (284) | (218) | (102) |
| Net change in cash and cash equivalents | (14,937) | (31,957) | 20,523 |
| Cash and cash equivalents at beginning of year | 61,649 | 91,398 | 26,189 |
| Cash and cash equivalents at end of year | 46,712 | 59,441 | 46,712 |
| SUPPLEMENTAL CASH FLOW INFORMATION: | | | |
| Acquisition of intangible assets on credit | 1,950 | - | 1,950 |

(*) Convenience translation into U.S. dollars.

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - GENERAL

The unaudited Condensed Interim Consolidated Financial Statements should be read in conjunction with the audited consolidated financial statements and notes for the year ended December 31, 2007 included in the Company's Annual Report on Form 20-F.

The Company's consolidated financial results 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.

NOTE 2 - DIFFERENCES BETWEEN IFRS AND U.S. GAAP

A. In accordance with U.S. GAAP, SFAS No. 115, changes in trading securities should be presented in the statement of cash flows as part of the operating activities. The following table provides a reconciliation of the Statements of Cash flows for the six and three month periods ended June 30, 2008 and June 30, 2007 in accordance with U.S. GAAP:

| SIX MONTHS ENDED JUNE, 30 | | THREE MONTHS ENDED JUNE, 30 | | |
|------------------------------|---------|--------------------------------|---------|-----|
| 2 0 0 8 | 2 0 0 7 | 2 0 0 8 | 2 0 0 7 | |
| | | | | NIS |
| (IN THOUSANDS) | | | | |

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| | | | | |
|--|----------|----------|---------|----------|
| Net cash provided by operating activities before adjustment | 5,408 | 4,103 | 25,071 | 20,418 |
| Adjustment | (1,452) | (17,757) | (1,823) | (15,731) |
| | ----- | ----- | ----- | ----- |
| Net cash provided by (used in) operating activities after adjustment | 3,956 | (13,654) | 23,248 | 4,687 |
| | ===== | ===== | ===== | ===== |
| Net cash used in investing activities before adjustment | (19,609) | (42,216) | (3,463) | (18,313) |
| Adjustment | 1,452 | 17,757 | 1,823 | 15,731 |
| | ----- | ----- | ----- | ----- |
| Net cash used in investing activities before adjustment | (18,157) | (24,459) | (1,640) | (2,582) |
| | ===== | ===== | ===== | ===== |

- B. In July 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109" (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006 and was adopted by the Company in 2007.

A reconciliation of the beginning and ending amount of unrecognized tax Benefit is as follows:

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 - DIFFERENCES BETWEEN ISRAELI AND U.S. GAAP (CONT.)

B. (CONT.)

| | JUNE 30, 2008 | DECEMBER 31, 2007 |
|---|------------------|----------------------|
| | --- | --- |
| | NIS | |
| | ----- | |
| | (IN THOUSANDS) | |
| | ----- | |
| Beginning balance as of the beginning of the year | 639 | 229 |
| Additions: | | |
| Tax positions for current year | - | 410 |
| | --- | --- |
| Ending balance | 639 | 639 |
| | === | === |

Total Interest and penalties relating to unrecognized tax benefit for the year were not material.

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In accordance to the company policy interest expenses related to tax authorities are classified in financial expenses and penalties related to tax authorities are classified in general and administration expenses

(*) Convenience translation into U.S. dollars

- C. In accordance with IFRS IAS 32 (the local GAAP of the Company starting January 1, 2008) options which their exercise price is linked to the Israeli CPI has to be classified as liabilities and subsequently marked to market through earnings. Under US GAAP EITF 00-19, these options can be classified in equity, initially measured at fair value. Subsequent changes in values are not recognized as long as the options still meet the criteria for classification in equity.

| | SIX MONTHS ENDED JUNE, 30 | | THREE MONTHS ENDED JUNE, 30 | | SIX MONTH ENDED JUNE, 30 | |
|--|------------------------------|---------|--------------------------------|---------|-----------------------------|------------|
| | 2 0 0 8 | 2 0 0 7 | 2 0 0 8 | 2 0 0 7 | 2 0 0 8 (*) | 2 0 0 8 |
| | NIS | | | | US DOLLARS | US DOLLARS |
| | (IN THOUSANDS) | | | | | |
| Net income (loss) before adjustment | 8,213 | 9,552 | (1,445) | 3,186 | 2,450 | 2,850 |
| Adjustment | (685) | 2,141 | (457) | 658 | (204) | 630 |
| Net income (loss) after adjustment | 7,528 | 11,693 | (1,902) | 3,844 | 2,246 | 3,480 |

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ITEM 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The Company is an Israeli-based company engaged, directly and through subsidiaries, in the design, import, manufacturing, marketing and distribution of a broad range of food products purchased from over 120 suppliers worldwide and marketed throughout Israel, and to a much lesser extent, the areas administered by the Palestinian Authority. The products imported by the Company are marketed in Israel and sold to over 2,000 customers, including supermarket chains in the organized market, private supermarket chains, mini-markets, wholesalers, manufacturers and institutional consumers. The Company also sells its products outside Israel to a variety of customers around the world (U.S., Canada, England, Belgium, France, Switzerland, Australia, South America, Mexico, Argentina and Chile), mainly by its subsidiary Baron and Kirkeby.

The Company was incorporated in Israel in January 1994 and commenced operations in February 1994.

Since the beginning of last year, the Company has taken steps to expand its business inside and outside of Israel. In January 2008, the company purchased 51% of the interests of Shamir Salads (2006) Ltd. - an Israeli manufacturer and

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distributor of pre-packaged chilled kosher Mediterranean dips and spreads in Israel and abroad, and in February 2008, the Company's subsidiary Gold Frost purchased 51% of the interests from the owners of a dairy distributor in Denmark Kirkeby International Foods A/S.

The financial information below reflects the operations of the Company and its subsidiaries on a consolidated basis.

SIX MONTHS ENDED JUNE 30, 2008

SALES

Revenues for the six-month period ended June 30, 2008 increased 45.8% to NIS 185.5 million (US \$55.3 million) compared to revenues of NIS 127.2 million (US \$38.0 million) in the six-month period ended June 30, 2007. The increase in revenues was driven by the Company's organic growth in the home market and its expansion of new business units as mentioned above.

GROSS PROFIT

Gross profit for the six-month period ended June 30, 2008 increased 38.6% to NIS 46.8 million (US \$14 million), or 25.2% of sales, compared to gross profit of NIS 33.8 million (US \$10.1 million) for the six-month period ended June 30, 2007, or 26.6% of sales.

SELLING AND MARKETING EXPENSES

Sales and marketing expenses for the six-month period ended June 30, 2008 increased 42.4% to NIS 17.5 million (US \$5.2 million) compared to NIS 12.3 million (US \$3.7 million) in the six-month period ended June 30, 2007. The increase was mainly due to the consolidation of our new business units.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the six-month period ended June 30, 2008 increased 62.3% to NIS 13.9 million (US \$4.1 million) compared to NIS 8.6 million (US \$2.6 million) in the six-month period ended June 30, 2007. The increase was mainly due to the consolidation of our new business units and due to the transitional activities related to the closing down of WF Kosher Food Distributors Ltd. - Laish Israeli ("WF LAISH"), in the amount of approximately NIS 2.6 million (US \$0.8 million).

OTHER EXPENSE

Other expense for the six-month period ended June 30, 2008 was due to a final arbitration award entered against the Company for damages in the amount of NIS 2.0 million (\$0.6 million) in connection with a dispute with the Vitaroz Corp.

OPERATING INCOME

Operating income for the six-month period ended June 30, 2008 increased 3.9% to NIS 13.4 million (US \$4.0 million) from NIS 12.9 million (US \$3.9 million) reported in the six-month period ended June 30, 2007.

FINANCIAL INCOME (EXPENSE)

Financial income for the six-month period ended June 30, 2008 decreased 20% to NIS 2.0 million (US \$0.6 million) compared to NIS 2.5 million (US \$0.8 million)

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in the six-month period ended June 30, 2007. Financial expense for the six-month period ended June 30, 2008 increased 14.5% to NIS 3.5 million (US \$1.0 million) compared to NIS 3.0 million (US \$0.9 million) in the six-month period ended June 30, 2007. The decrease in financial income and the increase in financial expense were mainly due to the loss from marketable securities opposite to a profit in the comparable period last year.

TAXES ON INCOME

Taxes on income for the six-month period ended June 30, 2008 amounted to NIS 3.8 million (US \$1.1 million) compared to NIS 2.9 million (US \$0.9 million) in the six-month period ended June 30, 2007.

NET INCOME

Net income for the six-month period ended June 30, 2008 decreased 14% to NIS 8.2 million (US \$2.5 million), or 4.4% of sales, from NIS 9.6 million (US \$2.9 million), or 7.5% of sales, for the six-month period ended June 30, 2007.

LIQUIDITY AND CAPITAL RESOURCES

For the six-month period ended June 30, 2008 cash and cash equivalents decreased from approximately NIS 61.6 million (US \$18.4 million) at December 31, 2007 to approximately NIS 46.7 million (US \$13.9 million) as of June 30, 2008.

For the six-month period ended June 30, 2008, the Company generated a positive cash flow from operating activities of approximately NIS 5.4 million (US \$1.6 million) compared to NIS 4.1 million (US \$1.2 million) in the six-month period ended June 30, 2007. This increase was mainly due to increase in depreciation and amortization of approximately NIS 2.3 million (US \$0.7 million) (compared to NIS 0.8 million (US \$0.2 million) in the six-month period ended June 30, 2007) and to unrealized loss on marketable securities of NIS 0.3 million (US \$0.1 million) (compared to unrealized gain on marketable securities of NIS 0.8 million (US \$0.2 million)).

During the six-month period ended June 30, 2008, the Company utilized a cash flow of NIS 19.6 million (US \$5.8 million) from investing activities (compared to NIS 42.2 million (US \$12.6 million) in the six-month period ended June 30, 2007). This decrease was mainly from the purchase of marketable securities, net of NIS 1.5 million (US \$0.4 million) (compared to NIS 17.8 million (US \$5.3 million) in the six-month period ended June 30, 2007) and due to a lower investment in fixed assets in the amount of NIS 1.7 million (US \$0.5 million) (compared to NIS 9.1 million (US \$2.7 million) in the six-month period ended June 30, 2007).

During the six-month period ended June 30, 2008, the Company utilized a cash flow of NIS 0.5 million (US \$0.1 million) from financing activities mainly due to short term bank borrowing of NIS 2.0 million (US \$0.6 million) (compared to NIS 6.4 million (US \$1.9 million) generated in the six-month period ended June 30, 2007).

THREE MONTHS ENDED JUNE 30, 2008

SALES

Revenues for the three-month period ended June 30, 2008 increased 41.7% to NIS 79.0 million (US \$23.6 million) compared to revenues of NIS 55.8 million (US \$16.6 million) in the three-month period ended June 30, 2007. The increase in revenues was driven by the Company's organic growth in the home market and its expansion of new business units.

GROSS PROFIT

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Gross profit for the three-month period ended June 30, 2008 increased 27.3% to NIS 16.8 million (US \$5.0 million), or 21.2% of sales, compared to gross profit of NIS 13.2 million (US \$3.9 million) for the three-month period ended June 30, 2007, or 23.6% of sales. The global increase in the prices of raw food materials overall, and in particular goods related to milk and dairy products, had a negative impact on gross profit for the period.

SELLING AND MARKETING EXPENSES

Sales and marketing expenses for the three-month period ended June 30, 2008 increased 33.7% to NIS 8.4 million (US \$2.5 million) compared to NIS 6.3 million (US \$1.9 million) in the three-month period ended June 30, 2007. The increase is mainly due to the consolidation of our new business units.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the three-month period ended June 30, 2008 amounted to NIS 7.8 million (US \$2.3 million) compared to NIS 4.1 million (US \$1.2 million) in the three-month period ended June 30, 2007. The increase was mainly due to the consolidation of our new business units and due to the transitional activities related to the closing down of WF Laish in the amount of approximately NIS 2.6 million (US \$0.8 million).

OTHER EXPENSE

Other expense for the three -month period ended June 30, 2008 was due to a final arbitration award entered against the Company for damages in the amount of NIS 2.0 million (\$0.6 million).

OPERATING INCOME (LOSS)

Operating loss for the three-month period ended June 30, 2008 amounted NIS 1.4 million (US \$0.4 million) compared to operating income of NIS 2.8 million (US \$0.8 million) reported in the three-month period ended June 30, 2007.

FINANCIAL INCOME (EXPENSE)

Financial income for the rhree-month period ended June 30, 2008 decreased 30.8% to NIS 1.2 million (US \$0.4 million) compared to NIS 1.7 million (US \$0.5 million) in the three-month period ended June 30, 2007. Financial expense for the three-month period ended June 30, 2008 decreased 18.1% to NIS 0.9 million (US \$0.3 million) compared to NIS 1.1million (US \$0.3 million) in the three-month period ended June 30, 2007.

TAXES ON INCOME

Taxes on income for the three-month period ended June 30, 2008 amounted to NIS 0.3 million (US \$0.1 million) compared to NIS 0.2 million (US \$0.1 million) in the three-month period ended June 30, 2007.

NET INCOME (LOSS)

Net loss for the three-month period ended June 30, 2008 amounted to NIS 1.4 million (US \$0.4 million), compared to Net income of NIS 3.2 million (US \$1.0 million) for the three-month period ended June 30, 2007.

LIQUIDITY AND CAPITAL RESOURCES

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For the three-month period ended June 30, 2008, the Company generated a positive cash flow from operating activities of approximately NIS 25.1 million (US \$7.5 million) compared to NIS 20.4 million (US \$6.1 million) in the three-month period ended June 30, 2007. The increase was mainly due to an increase in inventory of approximately NIS 18.1 million (US \$5.4 million) (compared to NIS 8.4 million (US \$2.5 million) in the three-month period ended June 30, 2007), and by a increase in trade accounts receivables of approximately NIS 22.0 million (US \$6.6 million) (compared to approximately NIS 5.2 million (US \$1.5 million) in the three-month period ended June 30, 2007), offset by a decrease in trade accounts payables of approximately NIS 10.8 million (US \$3.2 million) (compared to approximately NIS 1.4 million (US \$0.4 million) in the three-month period ended June 30, 2007).

During the three-month period ended June 30, 2008, the Company utilized a cash flow of NIS 3.5 million (US \$1.0 million) from investing activities (compared to NIS 18.3 million (US \$5.5 million) in the three-month period ended June 30, 2007), mainly from the purchase of marketable securities, net of NIS 1.8 million (US \$0.5 million) (compared to NIS 15.7 million (US \$4.7 million) in the three-month period ended June 30, 2007), and by lower investment in fixed assets from NIS 1.8 million (US \$0.5 million) in the three-month period ended June 30, 2007 to NIS 0.7 million (US \$0.2 million) in the three-month period ended June 30, 2008.