ITT CORP
Form 4
March 09, 2007

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEBOEUF RAYMOND W

(Last) (First) (Middle)

1590 GALLEON DRIVE

(Street)

NAPLES, FL 34102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ITT CORP [ITT]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins

	Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	$ 57.99	03/07/2007	A		2,700		(1)	03/07/2014	Common Stock	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBOEUF RAYMOND W 1590 GALLEON DRIVE NAPLES, FL 34102	X			

Signatures

/s/Kathleen S. Stolar, Secretary of ITT Corporation by power of attorney for Raymond W. LeBoeuf, Director of ITT Corporation	03/09/2007
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Options granted under the ITT 2003 Equity Incentive Plan. The options will become exercisable in one-third cumulative annual installments after the first, second and third anniversaries of the date of grant.

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2 0 1 5

2 0 1 4

NIS

NIS

Profit or loss

14,007
12,273

F. Credit risk:

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Group uses other publicly available financial information and its own trading records to rate its major customers.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee insurance cover is purchased. Once a month the Group performs credit evaluation of the finance condition of its receivables.

Aging of impaired trade receivables are 86 days and in the year 2015 (86 days in the year 2014).

G. Liquidity risk management:

The following table presents the Group's outstanding contractual maturity profile for its non-derivative financial liabilities. The analysis presented is based on the undiscounted contractual maturities of the Group's financial liabilities, including any interest that will accrue. Non-interest bearing financial liabilities which are due to be settled in less than 12 months from maturity equal their carrying values, since the impact of the time value of money is immaterial over such a short duration.

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

(NIS in thousands)

NOTE 20 - FINANCIAL INSTRUMENTS (Cont.):

G. Liquidity risk management: (Cont.):

(1) Financial liabilities that do not constitute derivate financial instruments

Maturity profile of outstanding financial liabilities consists of:

	December 31,		
	2 0 1 5 NIS	2 0 1 4 NIS	2 0 1 5 US Dollars
Interest free:			
Short term bank debt	-	-	-

(2) Non derivatives financial instruments

The following table presents the Group's maturity profile for its non-derivatives financial instruments based on their contractual maturity. These financial instruments include interest relating to these assets, except for cases when the Group anticipates that the cash flow will occur on a different period.

	1 month NIS	1-3 Months NIS	4-12 Months NIS	1-5 Years NIS	More then5 Years NIS	Total NIS
2015						
Financial instruments which bear interest	20,907	820	20,984	25,897	24,921	93,529
Financial instruments which do not bear interest	164,653	-	-	-	-	164,653
	185,560	820	20,984	25,897	24,921	258,182
2014						
Financial instruments which bear interest	987	740	6,793	38,873	25,267	72,660
Financial instruments which do not bear interest	110,419	41,685	14,173	-	-	166,277
	111,406	42,425	20,966	38,873	25,267	238,937

Explanation of Responses:

G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 20 - FINANCIAL INSTRUMENTS (Cont.):

G. Liquidity risk management: (Cont.):

(2) Non derivatives financial instruments (Cont.):

The Financial instruments in the non-derivatives financial instruments consist of:

	December 31,		
	2 0 1 5	2 0 1 4	2 0 1 5
	NIS	NIS	US Dollars
Cash and cash equivalents	79,421	82,902	20,354
Financial assets at fair value through profit or loss	145,007	122,733	37,162
Short term deposit	20,288	19,445	5,199
Loan carried at fair value through profit or loss	-	-	
	244,716	225,080	62,716

H. Exchange rate risk:

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilizing forward foreign exchange contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at reporting date are as follows:

	Assets		Liabilities	
	2 0 1 5	2 0 1 4	2 0 1 5	2 0 1 4
	NIS	NIS	NIS	NIS
US Dollars	50,775	48,817	1,445	4,242
EUR	11,802	7,616	3,257	3,338

The Group is mainly exposed to US Dollars and EUR.

The following table details the Group's sensitivity to a 10% increase and decrease in the NIS against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. A positive number below indicates an increase in profit and other equity where the NIS strengthens 10% against the relevant currency. For a 10% weakening of the NIS against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 20 - FINANCIAL INSTRUMENTS (Cont.):

H. Exchange rate risk: (Cont.):

	US Dollars Impact 2 0 1 5 NIS	EUR Impact 2 0 1 5 NIS
Profit or loss	4,933	855

	US Dollars Impact 2 0 1 4 NIS	EUR Impact 2 0 1 4 NIS
Profit or loss	4,458	428

The increase in the Group's sensitivity to a 10% increase and decrease in the NIS against the relevant foreign currencies is mainly attributable to the decrease in balances with foreign customers relating to the disposal of the export operation, and to decrease in forward foreign exchange contracts.

I. Fair value of financial instruments:

The financial instruments of the Group consist of derivative and non-derivative assets and liabilities. Non-derivative assets include cash and cash equivalents, receivables and other current assets. Non-derivative liabilities include short-term bank credit, trade payables, other current liabilities and long-term loans from banks and others. Derivative assets and liabilities include mainly foreign exchange forward contracts. Due to the nature of these financial instruments, their fair value, generally, is identical or close to the value at which they are presented in the financial statements, unless stated otherwise.

The fair value of the long-term loans approximates their carrying value, since they bear interest at rates close to the prevailing market rates.

Quoted market prices

The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices (includes listed redeemable notes, bills of exchange, debentures and perpetual notes).

Derivatives

Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.

Fair value of financial instruments carried at amortized cost

The management of the group considers that the carrying amounts of financial assets and financial liabilities recognized at amortized cost in the financial statements approximate their fair values.

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

(NIS in thousands)

NOTE 20 - FINANCIAL INSTRUMENTS (Cont.):

I. Fair value of financial instruments: (Cont.).

Fair value measurements recognized in the statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	December 31, 2015			
	Level 1 NIS	Level 2 NIS	Level 3 NIS	Total NIS
financial assets ‘at fair value through profit or loss’ (FVTPL)				
Marketable securities and derivatives	145,007	-	-	145,007

	December 31, 2014			
	Level 1 NIS	Level 2 NIS	Level 3 NIS	Total NIS
financial assets ‘at fair value through profit or loss’ (FVTPL)				
Marketable securities and derivatives	122,733	-	-	122,733

Assets and liabilities that are presented in the statement of financial position at fair value within Level 3:

On November 27, 2013, the Company entered into a loan agreement with C.D-B.A Holdings (Designated) (2013) Ltd. ("Newco") ("the loan agreement") according to which the Company will give Newco a loan of NIS 65 million ("the loan") that will be deposited according to the trust agreement between the Company and Newco trustee ("the investors trustee") and that may be fully converted into shares of IDB Holdings Company Ltd. ("IDB Holdings") or into shares of IDB Development Company Ltd. ("the conversion shares") to be held by Newco in proportion to the loan amount and the amount injected by Newco under the arrangement plan between IDB Holdings and its creditors ("the arrangement plan") which was submitted to the Court pursuant to section 350 to the Companies Law, 1999 ("the Companies Law").

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 20 - FINANCIAL INSTRUMENTS (Cont.):

I. Fair value of financial instruments: (Cont.).

Assets and liabilities that are presented in the statement of financial position at fair value within Level 3 (Cont.):

According to the loan agreement, this is a "bullet" loan (principal, linkage differences and interest) extended for the shorter of a period of one year from the date of deposit or for a period of six months from the date of completion as determined in the arrangement plan ("the original repayment date"). The loan shall be linked to the Israeli CPI published on November 15, 2013 and shall bear interest at the annual rate of 5% compounded from the date of deposit to the relevant date of repayment. According to the terms of the loan agreement, if the Court does not approve the arrangement plan or if the suspending conditions do not give rise to the arrangement plan, the loan will be paid off and returned to the Company before the original repayment date including linkage differences and interest.

Considering the decision of the Tel-Aviv District Court from December 17, 2013 regarding the approval of the creditors' composition of IDB Holdings ("the Court's decision"), the Company addressed the investors trustee and demanded to transfer to its disposal the loan principal in line with the trust agreement and the Court's decision.

On December 31, 2013, at the request of the Company, the investors trustee addressed the officer in the capacity of the trust agreement, Adv. Hagai Ullman ("Ullman"), and informed that on December 29, 2013 it received a demand from the Company to immediately transfer to the Company the loan principal of NIS 65 million which the Company made available to Newco and which was deposited in trust with the investors trustee. According to this demand, Ullman is requested to give its written approval to the investors trustee and to the Trust Company of Bank Leumi Le'Israel Ltd. (or, alternatively, not to give the approval) to act to release the above amount that is in trust considering the provisions of section 4.2.2 to the trust agreement, the Court's decision and that December 31, 2013 is the deferred date for presenting the examination report by the observer appointed by Court.

On January 12, 2014, the loan principal was returned to the Company. On January 14, 2014, the Company received the interest on the loan.

	Investment in debt instruments and loans presented at fair value In investees NIS in thousand
Balance at January 1, 2015	-
Gains recognized through profit or loss:	

Finance income	-
Redemption of the principal and interest of the loan	-
Balance at December 31, 2015	-
Balance at January 1, 2014	65,300
Gains recognized through profit or loss:	
Finance income	100
Redemption of the principal and interest of the loan	(65,400)
Balance at December 31, 2014	-

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 21 - OTHER FINANCIAL ASSETS AND LIABILITIES

From time to time the Group takes action to hedge against changes in exchange rate. Below are the open positions as of December 31, 2014:

A. Other financial assets:

	Current Assets December 31,		
	2 0 1 5	2 0 1 4	2 0 1 5
	NIS	NIS	US Dollars
Derivatives not designated as hedges:			
Maof call options	-	-	-
Maof put options	-	-	-
Total	-	-	-

B. Other financial assets and liabilities:

	Current liabilities December 31,				
	Exchange	2 0 1 5		2 0 1 5	2 0 1 5
		Cost Value	fair value		US
	rate	NIS	NIS	NIS	Dollars
Derivatives designated as hedges:					
Forward contracts in US Dollars	3.85-3.902	2,890	35	-	9
Forward contracts in Euro	-	-	-	-	-
Total		2,890	35	-	9

NOTE 22 - SEGMENT INFORMATION

A. General:

The Group has adopted IFRS 8 Operating Segments with effect from January 1, 2009. IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance.

Since 2012, the Group's operating segment under IFRS 8 is only the import segment. The import segment earns its revenues from importing and marketing food products to retail chains, supermarkets, etc.

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 22 - SEGMENT INFORMATION (Cont.)

B. Revenues from the main customers of the Import segment:

The following is an analysis of the Group's customers who represent more than 10% of the total sales:

	Year ended December 31,			
	2 0 1 5 NIS	2 0 1 4 NIS	2 0 1 3 NIS	2 0 1 5 US Dollars
Customer A	- (*)	- (*)	40,099	-
Customer B	57,161	56,404	64,817	14,649

(*) Less than 10%.

C. Revenues from the principal products of the Import segment:

Revenues from major groups of products that contributed 10% or more to the Group's total revenues in 2013-2015 are as follows:

	Year ended December 31,			
	2 0 1 5 NIS	2 0 1 4 NIS	2 0 1 3 NIS	2 0 1 5 US Dollars
Canned Vegetables and Pickles	41,161	57,433	60,783	10,549
Dairy and Dairy Substitute Products	100,321	82,899	86,862	25,710
Dried fruit, nuts and beans	- (*)	41,077	- (*)	-

(*) Less than 10%.

G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 23 - RELATED PARTIES

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the group and other related parties are disclosed below:

A. Transactions with Related Parties:

	Year ended December 31,			
	2 0 1 5 NIS	2 0 1 4 NIS	2 0 1 3 NIS	2 0 1 5 US Dollars
Sales of goods	265	330	316	68
Participation in expenses with Parent Company	301	306	290	77
Management fees (*)	8,428	3,474	3,442	2,160
Bonus (*)	7,340	3,094	4,655	1,881
Share-based payment (*)	152	2,124	190	39
Car expenses	1,016	443	433	260

(*) Reclassified

B. Balances with Related Parties:

	Year ended December 31,		
	2 0 1 5 NIS	2 0 1 4 NIS	2 0 1 5 US Dollars
Due to officers	-	(3,334)	-
Parent Company	456	(42)	117

C. Management Service Agreements:

For information regarding Management Services Agreements with Mr. Zwi Williger, Chairman of the Board of Directors of the Company, and Mr. Joseph Williger, a director and President of the Company, through Williger Management Companies, see note 13, "Commitments and Contingent liabilities".

D. Equity Compensation:

On November 28, 2013, after receiving the approval of the compensation committee and Board of Directors of The Company, the general meeting of The Company approved an employee option plan (in this paragraph: the “2013 Plan”) in which The Company will grant, pursuant to the provisions of Section 102 of the Income Tax Ordinance under the earned income track, 100,000 nonnegotiable Company options to officers of The Company and to employees of the subsidiaries. Every option is exercisable for one ordinary share of The Company of NIS 0.1 par value each. According to the 2013 Plan, the options will be allocated to offeree employees for no consideration. The exercise price of each exercise share underlying the option is USD 6.5, subject to various adjustments such as in cases of distribution of bonus shares, rights issue, distribution of a dividend, etc. According to the plan, each of the offeree employees is entitled to incrementally exercise the options, in consideration of payment of the Aforementioned exercise price, in three equal portions, as follows:

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 23 - RELATED PARTIES (Cont.)

Equity Compensation: (Cont.)

(A) One third (1/3) – as of the end of 12 months from the date of the allocation of the option statements (hereinafter in this section – the "Effective Date") and until the end of 36 months from the Effective Date.
(B) One third (1/3) – as of the end of 24 months from the Effective Date and until the end of 48 months from the Effective Date.
(C) One third (1/3) – as of the end of 36 months from the Effective Date and until the end of 60 months from the Effective Date.

The offeree employees' right to exercise the options and receive the exercise shares on the aforementioned entitlement dates is conditioned on offeree employees being employed by the relevant company on the relevant entitlement dates, according to what is stated in the plan. Options which were not exercised by the deadline for each portion – will lapse.

In the framework of the 2013 Plan, 30,000 options were granted to Gil Hochboim (previously, CEO and CFO of the Company). As of the date of the publication of this statement, 30,000 options under the 2013 options plan remain which have not yet been exercised for shares of The Company, which – assuming full dilution, constitute approximately 0.23% of The Company's issued and outstanding share capital.

In addition, The Company granted, with the approval of the general meeting on November 20, 2013, 200,000 options under terms identical to those of the 2013 Plan, to each of Messrs. Williger. During the course of 2015, each of the offerees exercised the vested options for shares of The Company (the "Exercise Shares") and also sold the exercise shares based on the "Put" option granted to each of the offerees as part of the control acquisition agreement of the Parent Company by BSD Crown Ltd (see Note 25B), in relation to their holdings in The Company as of the date of said agreement, including shares which they received from exercising said options (the "Put Option"), on the dates and in the amounts specified below:

On March 4, 2015 and March 11, 2015, each of the offerees exercised 66,667 options in The Company, which were issued to them without consideration, for 66,667 ordinary shares of par value NIS 0.1 each in The Company (hereinafter in this subsection: the “Exercise Shares”). In consideration of the exercise shares, each of the offerees paid The Company the sum of USD 433,000, which reflects the exercise price of USD 6.5 for each exercise share.

On March 24, 2015, each of the offerees exercised the "Put" options in relation to the 66,667 exercise shares, and sold the exercise shares to BSD, in consideration of the sum of approximately USD 12 per exercise share.

On December 9 and December 14, 2015, each of the offerees exercised the 66,667 exercise shares. In consideration of the exercise shares, each of the offerees paid The Company the sum of USD 433,000, which reflects the exercise price of USD 6.5 for each exercise share.

On December 31, 2015, each of the offerees exercised the put options in relation to 66,667 of the exercise shares, and sold the exercise shares to BSD, in consideration of the sum of approximately USD 12 per exercise share.

As of December 31, 2015, all of the options granted to Messrs. Zwi and Joseph Williger were exercised or cancelled.

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Explanation of Responses:

G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 24 - GUARANTEES AND PLEDGES

The Company's liabilities to banks with respect to overdrafts, on-call loans, documentary credit, and bank guaranteed supplier credit for December 31, 2015, is in the sum of NIS 16,214 thousands (NIS 4,630 thousand as of the end of 2014) for importation of food products are guaranteed by floating charges [pledges] on the share capital, goodwill, and property of the Company, as well as the insurance rights.

Secured liabilities of the Group:

	As of December 31,		
	2 0 1 5	2 0 1 4	2 0 1 5
	NIS	NIS	US Dollars
		(in thousands)	
Bank letters of credit	16,214	4,630	4,155
Bank overdraft	16	-	4
	16,230	4,630	4,159

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G. WILLI-FOOD INTERNATIONAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(NIS in thousands)

NOTE 25 - SAGNIFICANT EVENTS DURING THE REPORTING PERIOD

A. A distribution agreement between our wholly-owned subsidiary Gold Frost and Arla grants Gold Frost an exclusive and non-transferable right to market and distribute in Israel cheese and butter products manufactured by Arla and its affiliated companies. Gold Frost's exclusivity is subject to its purchase of certain minimum quotas of Arla products. The agreement was signed in March 2005 for a period of five years commencing June 2005. In July 2007, the agreement was extended for a period of 10 years from June 2005 and is renewable automatically for a further period of five years, unless notice of termination is provided by either party. On April 16, 2015, the agreement was extended for an additional five-year period until June 2020. Arla has the right to terminate the agreement on 18 months' notice if Gold Frost fails to satisfy the minimum purchase requirements under the agreement, or on 30 days' notice under certain circumstances, including but not limited to in the case of the death or permanent incapacity of Zwi Williger or his ceasing to be involved in Gold Frost's business. Zwi Williger no longer held any positions with the Company as of January 21, 2016. After the departure of Mr. Zwi Williger from the Company on January 21, 2016, Arla notified the Company that, among other changes, it is seeking to reduce the period of exclusivity of the contract. The Company and Arla are currently in discussions regarding the length of this period of the exclusivity. As of financial statements' approval date, both companies continue to operate under the terms of the contract extension agreed to on April 16, 2015.

B. On March 2, 2014, Mr. Zwi Williger and Mr. Joseph Williger (together, the "Sellers"), the controlling shareholders of the Parent Company, our controlling shareholder, signed an agreement with BSD Crown Ltd. (f/k/a Emblaze Ltd.), a company listed on the London Stock Exchange ("BSD") (the “BSD Agreement”), to sell their controlling stake in the Parent Company (approximately 58% of outstanding shares) to BSD (the “BSD Transaction”). Pursuant to a special tender offer to shareholders on May 1, 2014, BSD acquired shares carrying 5% of the voting rights in the Parent Company.

On May 4, 2014, BSD completed its acquisition of 8,203,371 ordinary shares from the Sellers and other the Parent Company shareholders who participated in the tender offer. The ordinary shares of the Parent Company acquired by BSD represented 61.65% of the outstanding ordinary shares of the Parent Company and 62.21% of its voting rights. As of December 31, 2015 the Parent Company owns approximately 61.76% of the parent Company's shares. The BSD Agreement also governs the ongoing relationship of BSD with the Sellers after completion of the BSD Transaction.

In addition to the shares transferred to BSD at closing of the BSD Transaction, at closing the Sellers also held shares and employee options in relation to approximately 6.8% of the shares of the Company on a fully diluted basis (the “Company Put Option Shares”). As part of the BSD Agreement, the sellers granted to BSD irrevocable proxies with respect to these holdings under which BSD is entitled to vote such shares at any of the Company's general meetings of shareholders. In addition, BSD granted the Sellers a put option to sell all or some of such shares as vested from time to time (the “Company Put Option”) exercisable for a period of four years (commencing after eleven month of signing the BSD Agreement) under the terms described in the agreement. The Company Put Option relates to the Company Put Option Shares less any shares sold by the Sellers between the date of completion of the BSD Transaction and exercise of the Company Put Option.

C. On July 15, 2015, the Parent Company received notice (the “Notice”) from Mr. Alexander Granovsky, the ultimate controlling shareholder in the Parent Company as of the same date by means of Israel 18 B.V (hereinafter – the “Controlling Shareholder's Notice,” “Mr. Granovsky,” and “Israel 18” – respectively and as applicable) and from Mr. Gregory Gurtovoy, who according to the Notice is an Israeli citizen and is a businessman and banker (hereinafter:

“Mr. Gurtovoy”), according to which Mr. Granvosky and a philanthropic fund incorporated in the Netherlands, Stichting Chabad Charity Foundation (hereinafter – the “Foundation”) sold all of their holdings in Israel 18, which are detailed below, to Mr. Gurtovoy on July 15, 2015 (hereinafter – the “Transaction”). In accordance with the Notice received at the Parent Company as aforesaid, as of this date, after the Transaction, Mr. Gurtovoy holds preferred shares in Israel 18 which constitute approximately 90% of the voting rights in Israel 18 and which grant him the right to appoint the directors of Israel 18, as well as the ordinary shares of Israel 18 which constitute approximately 9.5% of the voting rights in Israel 18, and approximately 95% of the issued and outstanding share capital in Israel 18. Mr. Yossi Schneorson, director in the Company and the boards of directors of the company's held by Israel 18 (hereinafter, together with the Company: the "Group") and CEO of BSD, hold approximately 4.95% of the rights in Israel 18's equity.

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G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 25 - SAGNIFICANT EVENTS DURING THE REPORTING PERIOD (Cont.)

According to the notice, Mr. Granovsky undertook to Mr. Gurtovoy, inter alia, that within three months of the date of the transfer of control to Mr. Gurtovoy as aforesaid, agreements would be signed between Israel 18 and the creditors of Israel 18, including Fortissimo Capital Management Ltd., the Naftali Shani Group, and three additional entities, for the purpose of settling Israel 18's debts to them with respect to the acquisition of control of BSD. Similarly, according to the notice, Mr. Granovsky undertook to make his best efforts to appoint directors on behalf of Mr. Gurtovoy to the Company's Board of Directors and to the boards of directors of the companies in the Group, subject to all laws. We note that in the Notice, no details were provided regarding the consideration for the Transaction and the payment schedule for said consideration.

D. On June 29, the company – "Mega Retail Ltd." (hereinafter – "Mega"), which is one of the Company's largest customers in the organized retail market, submitted a motion to approve a creditor arrangement with its suppliers. On July 14, 2015, the District Court in Lod (Center District) approved the recovery arrangement.

The recovery arrangement regulated, inter alia, the manner of repayment of Mega's debts to the Company with respect to the period up until June 30, where Mega's debt to the Company as of that same date stood at approximately NIS 4.9 million, and was not secured.

According to the provisions of the recovery arrangement, payments of 30% of the amount of Mega's debt to the Company which had accrued up until June 30, 2015 (approximately NIS 1.5 million) would be deferred for two years (hereinafter – the "Deferred Debt") and would be paid in 36 equal monthly payments as of July 15, 2017, and would bear interest (unlinked) at a rate of 2% per year, and as of July 15, 2017, would bear (unlinked) interest at a rate of 3% per year. Similarly, as of the date of the statements, 70% of the amount of the balance of Mega's debt to the Company as of June 30, 2015 (approximately NIS 3.4 million), was paid.

Additionally, it is stipulated in the recovery arrangement that within 4 months from the date of the approval of the recovery arrangement, Alon Blue Square Israel Ltd. (hereinafter – "Blue Square"), which is the controlling shareholder and Mega, would issue rights and within 7 days thereafter, the Company would be given the option to convert the deferred debt, in whole or in part, into shares of Blue Square in consideration of an exercise price stipulated in the arrangement and in accordance with the terms stipulated in the arrangement.

After Mega met undertakings to repay the arranged debt, and prior to the execution of the rights issue by Blue Square, on January 17, 2016, Mega again applied to the Court with a petition to grant in order to stay proceedings, and on January 18, 2016, the Courts issued in order to stay proceedings regarding Mega. As of the date of the issuing of the order to stay proceedings, Mega's debt to the Company, including the deferred debt, amounts to the sum of approximately NIS 3.9 million.

On January 12, 2016, Blue Square submitted a motion to the Court to postpone the date of the rights issue, because following regulatory difficulties, it was unable to execute the rights issue on the date stipulated in the arrangement, and that in its assessment, it will be able to execute the rights issue in May 2016. A decision has not yet been rendered on Blue Square's motion.

As of the date of the statements, the total amount of Mega's debt to the Company stands at approximately NIS 5.7 million, where on January 1, 2016 (prior to the date of the stay of proceedings), Mega paid the Company the sum of approximately NIS 1.8 million.

G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 25 - SAGNIFICANT EVENTS DURING THE REPORTING PERIOD (Cont.)

As of the date of the issuing of the order to stay proceedings regarding Mega, the Company continues to work with Mega and to supply it with merchandise, in accordance with the budget established by the trustees and submitted to the Company. Non-deviation from the budget ensures that the Company will receive payment with respect to the products which it supplies to Mega. The payment with respect to merchandise supplied is paid in cash at the end of each week.

On July 9, 2015, Mega filed a petition with the Center District Court to stay proceedings for Eden Briut Teva Market Ltd. ("Eden"), Mega's subsidiary. On August 16, 2015, the District Court for the Center District approved the offer by Tiv Taam Holdings 1 Ltd. (“Tiv Taam”) for the purchase of Eden's operations and rights in connection with eight of the independent branches which Eden operates under the brand “Eden Teva Market” (the “Offer”), whether by Tiv Taam or by a different corporation under its control and subject to fulfillment of the conditions precedent in the Offer. To the best of the Company's knowledge, the purchase agreement took effect on September 2, 2015, after the conditions precedent in the offer were met.

Eden’s debt balance in The Company’s books as of the date of the statements and the date of the suspension of proceedings stands at approximately NIS 0.6 million (including VAT).

In light of the uncertainty of Mega’s and Eden Briut Teva Market’s status, the Company provided the sum of approximately NIS 2.9 million on its books, for doubtful debts. The total impact on net profits after tax and with the neutralization of the minority's part, is approximately NIS 1.3 million.

E. During the course of June 2015, 396,839 ordinary shares of NIS 0.1 par value each of The Company were purchased by the Parent Company in consideration of the sum of approximately NIS 8,751 . the Parent Company holds 8,177,453 ordinary shares of The company, constituting approximately 61.76% of its issued and outstanding share capital and the voting rights therein (and fully dilated, approximately 61.62%), and together with BSD, approximately 67.58% of The company issued and outstanding share capital and voting rights (and fully diluted, approximately 67.43%).

NOTE 26 - EVENTS AFTER THE REPORTING PERIOD

A. On February 17, 2016, a search was conducted in the offices of the Company, The Company, BSD, and BGI, by the Israeli Securities Authority (the "Authority"), during which various documents and computers were taken from the Group's offices. Similarly, to the best of the Company's knowledge, a number of executives in the Group are being investigated by the Authority. Similarly, Mr. Gregory Gurtovoy, chairman of the Company's Board of Directors and the boards of the Group's companies (and the direct ultimate controlling shareholder therein) was detained for interrogation by the Authority for three days, and afterwards, was placed under house arrest for a period of two weeks (which ended). According to the exhibit attached to the arrest petition, Mr. Gurtovoy was arrested on the suspicion of the crimes of fraudulent acquisition under aggravating circumstances, falsifying corporate documents, fraud, and a breach of trust in a corporation, money laundering crimes, as well as reporting in order to deceive a reasonable investor. Additionally, Mr. Joseph Israel Schneorson, who serves as deputy chairman of the Company's Board of Directors and a director in The Company, was placed under house arrest for a period of 4 days (which has ended).

As far as management is aware, the investigation by the Israeli Securities Authority relates to an investment made during January 2016, of approximately USD 3 million previously held in a bank account of a subsidiary of the Company, in a bonds of a European company, which allegedly served as a collateral to a loan obtained by the controlling shareholder or another individual and which was unrelated to the Company's operations.

G. WILLI-FOOD INTERNATIONAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(NIS in thousands)

NOTE 26 - EVENTS AFTER THE REPORTING PERIOD (Cont.)

B. On February 18, 2016, trade was suspended in The Company's securities, whose shares are traded, as aforesaid, on the NASDAQ in the US. From a conversation between the Company's attorney and a representative of NASDAQ Listing Qualifications ("NASDAQ") following the aforementioned suspension of trade, The Company received letters from NASDAQ requesting clarifications with regard to the investigation being conducted by the Authority in connection with the suspicion of the violation of certain sections of the Israeli Securities Law. As of the date of the statements and to the date of their publication, the Company is acting to respond to the questions raised in the letters, under the restrictions of the investigation. As of the date of the publication of the statements, trade in The Company's securities has been renewed.

C. On February 25, 2016, a petition was filed with the Tel Aviv-Jaffa District Court by a purported shareholder of the Parent Company for approval of a derivative action against the Company's directors and executive officers. The Company and Parent Company have been named as respondents. The claim alleges USD 3 million in damages caused to the applicant due to an alleged breach of fiduciary duties and duty of care of the Company's directors and executive officers to the Company. On April 21 the Tel Aviv-Jaffa District Court granted to the Company's directors and executive officers an extension for 45 days to respond the claim. At this preliminary stage, the Company and Parent Company are reviewing and evaluating the Company and claims therein.

D. On February 29, 2016, The Company was served with a lawsuit and a motion to certify it as a class action (securities class action) which was filed in the US in the Federal District Court for the Southern District of New York by a shareholder who claims to own shares of The Company (the "Plaintiff"), against The Company, Mr Gurtovoy, chairman of the Parent Company's and The Company's Boards of Directors, and the (ultimate direct) controlling shareholder, and some of the officers (past and present) (hereinafter, jointly: the "Defendants").

The lawsuit is a demand for compensation for alleged damages incurred by the Plaintiff because of a violation of Federal securities Law and other laws by the Defendants during the period from April 30, 2014 and until February 18, 2016. In light of the early stage of the lawsuit, the Company cannot, based on the position of its legal advisors, evaluate the risk involved and therefore, no provision was made in the financial statements with respect to the aforesaid

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

G. WILLI-FOOD INTERNATIONAL LTD.

By: /s/ Iram Efraim Graiver
Iram Efraim Graiver
Chief Executive Officer

Date: April 28, 2016

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EXHIBITS

Exhibit Number	Description
†1.1	Memorandum of Association of the Company, as amended (7)
1.2	Articles of Association of the Company, as amended on March 20, 2014 (7)
2.1	Specimen of Certificate for ordinary shares (1)
4.1	Share Option Plan (1)
†4.2	Services Agreement between the Company and Willi-Food, dated April 1, 1997 (2)
†4.3	Transfer Agreement between the Company and Gold Frost dated February 16, 2006 (3)
†4.4	Lease agreement for Logistics Center between the Company and Gold Frost dated February 16, 2006 (3).
4.5	Placing Agreement between the Company, Gold Frost, certain officers of Gold Frost and Corporate Synergy dated March 2, 2006 (3).
4.6	Lock In Agreement, between the Company, Gold Frost, Corporate Synergy and certain officers of Gold Frost, dated March 2, 2006 (3)
4.7	Registration Rights Agreement, dated as of October 25, 2006, among the Company and the investors signatory thereto. (4)
†4.8	Sale Agreement, dated July 24, 2012, between the Company and Willi-Food Investments Ltd. (5)
4.9	2013 Option Plan (6)
4.10	Agreement between G. Willi-Food International Ltd., Zvi V. & Co. Company Ltd. and Yossi Willi Management and Investment Ltd., dated November 12, 2015 (8)
8.1	Subsidiaries of the Company (*)
12.1	Certification of CEO of the Company pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (*)
12.2	Certification of CFO of the Company pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (*)
13.1	Certification of CEO of the Company pursuant to Rule 13a-14(b), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (*)
13.2	Certification of CFO of the Company pursuant to Rule 13a-14(b), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (*)
15.(a).1	Consent of Independent Registered Public Accounting Firm (*)

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† English translations from Hebrew original.

(1) Incorporated by reference to the Company’s Registration Statement on Form F-1, File No. 333-6314.

(2) Incorporated by reference to the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2001.

(3) Incorporated by reference to the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2005.

(4) Incorporated by reference to the Company’s Registration Statement on Form F-3, File No. 333-138200.

(5) Incorporated by reference to the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2012.

(6) Incorporated by reference to the Company's Form 6-K filed October 31, 2013.

(7) Incorporated by reference to the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2013.

(8) Incorporated by reference to Appendix A to the Company's Form 6-K filed December 10, 2015.

(*) Filed Herewith

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