

United Continental Holdings, Inc.
Form 8-K
March 08, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 8, 2016

UNITED CONTINENTAL HOLDINGS, INC.

UNITED AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware
Delaware
(State or other jurisdiction)

001-06033
001-10323
(Commission)

36-2675207
74-2099724
(IRS Employer)

of incorporation)	File Number)	Identification Number)
233 S. Wacker Drive, Chicago, IL		60606
233 S. Wacker Drive, Chicago, IL		60606
(Address of principal executive offices)	(872) 825-4000	(Zip Code)
	(872) 825-4000	

Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On March 8, 2016, United Airlines, Inc., a wholly owned subsidiary of United Continental Holdings, Inc., issued a press release reporting its February 2016 operational results. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1*	Press Release issued by United Airlines, Inc. dated March 8, 2016

* Furnished herewith electronically.

SIGNATURES

Pursuant to 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 hereunto duly authorized.

**UNITED CONTINENTAL HOLDINGS,
INC.**

UNITED AIRLINES, INC.

By: /s/ Chris Kenny

Name: Chris Kenny

Title: Vice President and Controller

Date: March 8, 2016

EXHIBIT INDEX

Exhibit No.	Description
99.1*	Press Release issued by United Airlines, Inc. dated March 8, 2016

* Furnished herewith electronically.

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TYPE OF REPORTING PERSON

IN

- (1) Consists of (i) 8,177,453 Ordinary Shares held directly by Willi-Food Investments Ltd. ("WIL"), and (ii) 637,741 Ordinary Shares held directly by B.S.D. Crown LTD. ("B.S.D."). The beneficial ownership of the Ordinary Shares is further described in Item 5.
- (2) (Based on 13,107,579 Ordinary Shares outstanding as of October 29, 2015 (as provided by the Issuer).

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CUSIP No.: M52523103

SCHEDULE 13D

Page 3 of 16 Pages

1 NAME OR REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

B.S.D. Crown LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Israel

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

8,815,194 Ordinary Shares (1)

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

8,815,194 Ordinary Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,815,194 Ordinary Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

67.25% (2)

14 TYPE OF REPORTING PERSON

CO

(1) Consists of (i) 8,177,453 Ordinary Shares held directly by WIL, and (ii) 637,741 Ordinary Shares held directly by B.S.D. The beneficial ownership of the Ordinary Shares is further described in Item 5.

(2) Based on 13,107,579 Ordinary Shares outstanding as of October 29, 2015 (as provided by the Issuer).

3

CUSIP No.: M52523103

SCHEDULE 13D

Page 4 of 16 Pages

1 NAME OR REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Willi-Food Investments Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Israel

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

8,177,453 Ordinary Shares

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

8,177,453 Ordinary Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,177,453 Ordinary Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

62.39% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 13,107,579 ordinary shares outstanding as of October 29, 2015 (as provided by the Issuer).

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CUSIP No.: M52523103

SCHEDULE 13D

Page 5 of 16 Pages

1 NAME OR REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alexander Granovskyi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Ukraine

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

-0-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%

14 TYPE OF REPORTING PERSON

IN

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This Amendment No. 28 (the "Amendment") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission October 7, 2002.

Item 1. Security and Issuer.

The Amendment relates to the ordinary shares, NIS 0.10 nominal value per share (the "Ordinary Shares"), of G. Willi-Food International Ltd. (the "Issuer"), an Israeli company with principal executive offices at 4 Nahal Harif St., Yavne 81224, Israel.

Item 2. Identity and Background.

Item 2 of Schedule 13D, "Identity and Background" is amended and restated to read as follows:

This Amendment to Schedule 13D is being filed jointly by Willi-Food Investments Ltd. ("WIL"), B.S.D. Crown LTD. ("B.S.D."), BGI Investments (1961) Ltd. ("BGI"), Israel 18 B.V. ("Israel 18"), and Mr. Gregory Gurtovoy ("GG") (the foregoing, collectively, the "Reporting Persons"). The agreement among the Reporting Persons relating to the joint filing of this Amendment to Schedule 13D is attached as an exhibit hereto.

WIL is controlled by its majority shareholder, B.S.D., which in turn is controlled by BGI (which directly owns 25.1% of B.S.D.'s outstanding shares and holds a power of attorney from its controlling shareholder, Israel 18, to vote an additional 19.0% of B.S.D.'s outstanding shares). BGI is controlled by Israel 18, which owns 71.5% of the outstanding shares in BGI. Israel 18 is controlled by GG, who owns both regular and preferred shares in Israel 18 which afford him 99.5% of its voting rights and 95% of its issued share capital.

WIL is an Israeli company that acts as a holding company for the shares of the Issuer, which imports and markets food products. The business address of WIL and the Issuer is 4 Nahal Harif St., Northern Industrial Zone, Yavne 8110602, Israel. In addition to being the controlling shareholder of WIL, B.S.D., an Israeli company which is traded on the London Stock Exchange (symbol: BSD), is engaged in providing various IT, software, and mobile services. Formerly known as Emblaze Ltd., BGI is a holding company incorporated in Israel for holding shares of B.S.D. and other private companies. The business address of both B.S.D. and BGI is 7 Menachem Begin Road, Gibor Sport Tower, 8th Floor, Ramat-Gan 5268102, Israel. Israel 18, which is incorporated in the Netherlands, is a holding company for shares of BGI and B.S.D. The business address of Israel 18 is 4901 HW Oosterhout, Zandheugel 52 B, the Netherlands. GG is Chairman of the Board of Directors of B.S.D. and BGI, and Co-Chairman of the Board of Directors of WIL and the Issuer. In addition, GG is Chairman of the Supervisory Board of Platinum Bank, a retail bank located at 12 Amosova St., Kiev, Ukraine, and is Managing Partner of GHP Group Investment Bank, a privately-held investment bank located at 4 Muzeinuy Alley, Kiev, Ukraine. A citizen of the Israel, his residence or business address is 17/27B Khreschatik St., Kiev, Ukraine 01001.

Unless included above, set forth on Schedule I hereto, which is incorporated herein by reference, is the name, present business addresses, principal occupation or employment, name of organization where such employment is conducted, description of the principal business of such organization and citizenship of the directors and executive officers of each Reporting Person.

During the last five years, none of the Reporting Persons nor, to the best of their knowledge, any of the entities or individuals mentioned in this Item 2 or listed on Schedule I hereto, has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Effective July 15, 2015, GG used personal funds to acquire the following shares:

- 1,620,000 Preferred Shares, nominal value 0.001 Euro each, of Israel 18, representing 90% of the voting rights in, and the right to appoint the directors of, Israel 18; and
- 171,090 regular shares, nominal value 0.001 Euro each, of Israel 18, representing 9.5% of the voting rights in, and 95% of the issued share capital of, Israel 18. These shares were acquired from Stichting Chabad Charity Foundation, which is incorporated in Holland (the "Israel 18 Acquisitions").

In addition, as part of the Israel 18 Acquisition, Mr. Granovskyi has undertaken that, within three months, Israel 18 would executive settlement agreements with certain of Israel 18's creditors (Fortissimo Capital Management Ltd., Naftali Shani, and three others creditors).

Item 4. Purpose of Transaction.

Item 4 of Schedule 13D, "Purposes of Transaction" is amended by adding the following paragraph:

In addition, in connection with the Israel 18 Acquisitions, Mr. Granovskyi and GG signed an agreement on July 15, 2015 in which Mr. Granovskyi undertook to use his best efforts to appoint replacement directors to the board of directors of Israel 18, BGI, B.S.D., WIL, and the Issuer, according to GG's discretion and instructions, pursuant to applicable law.

As reported by the Issuer, Ilan Admon, Oleksander Avdyeyev, and GG have been appointed to the Board of Directors, and Mr. Granovskyi has resigned. GG serves as Co-Chairman of the Board together with Zwi Williger. In addition, further changes may be made in the composition of the Board of Directors and management of the Issuer.

The Issuer intends to use its available funds for investment purposes, including the possible acquisition of new businesses.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D, "Interest in Securities of the Issuer" is amended and restated to read as follows:

(a) and (b)

As of the date hereof, WIL owns directly (and therefore is considered the beneficial owner of) 8,177,453 Ordinary Shares, or approximately 62.39% of the outstanding Ordinary Shares. Thus, as of the date hereof, WIL may be deemed to have the shared power to vote, or direct the voting of, and the shared power to dispose of, or direct the disposition of, all such shares.

WIL is controlled by its majority shareholder, B.S.D., which directly owns 637,741 Ordinary Shares. B.S.D. is controlled by BGI, which directly owns 25.1% of B.S.D.'s outstanding shares and holds a power of attorney from its controlling shareholder, Israel 18, to vote an additional 19.0% of B.S.D.'s outstanding shares. BGI is controlled by Israel 18, which owns 71.5% of the outstanding shares in BGI. Israel 18 is controlled by GG, who owns both regular and preferred shares in Israel 18 which afford him 99.5% of its voting rights and 95% of its issued share capital. Accordingly, B.S.D., BGI, Israel 18 and GG may each be deemed to beneficially own 8,815,194 Ordinary Shares (comprised of 8,177,453 Ordinary Shares held directly by WIL and 637,741 Ordinary Shares held directly by

B.S.D), or approximately 67.25% of the outstanding Ordinary Shares.

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Each Reporting Person disclaims beneficial ownership of any Ordinary Shares except to the extent of his or its pecuniary interest therein. Neither the filing of this Amendment to Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Ordinary Shares referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(c) Except as set forth in this Amendment to Schedule 13D, to the best knowledge of the Reporting Persons, none of the Reporting Persons and no other person or entity described in Item 2 of this report has beneficial ownership of, or has engaged in any transaction during the past 60 days in respect of, any Ordinary Shares.

(d) No person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividend from, or the proceeds from the sale of, the Ordinary Shares referred to in this Item 5.

(e) Effective July 15, 2015, Mr. Alexander Granovsky ceased to be the beneficial owner of more than five percent of the Ordinary Shares.

Percentages set forth in this Amendment to Schedule 13D were calculated based on 13,107,579 Ordinary Shares of the Issuer outstanding as of October 29, 2015 (as provided by the Issuer).

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of Schedule 13D, "Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer" is amended by adding the following paragraph:

On