

WINN DIXIE STORES INC  
Form SC 13G/A  
August 18, 2008

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)**

Winn-Dixie Stores, Inc.

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(Name of Issuer)

Common Stock, par value \$1.00 per share

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(Title of Class of Securities)

974280307

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(CUSIP Number)

March 14, 2008

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(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 974280307

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Person 1

1. (a) Names of Reporting Persons.  
Orbis Investment Management Limited, Orbis Asset Management Limited  
(b) Tax ID

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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  [X]  
(b)  []

- 
3. SEC Use Only .....

- 
4. Citizenship or Place of Organization The Reporting Persons are companies organized under the laws of Bermuda

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Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

5. Sole Voting Power 2,602,755

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6. Shared Voting Power 34,069

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7. Sole Dispositive Power 2,636,824

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8. Shared Dispositive Power 0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person Orbis Investment Management Limited 2,615,643; Orbis Asset Management Limited 21,181

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
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11. Percent of Class Represented by Amount in Row (9) 4.89 %

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12. Type of Reporting Person (See Instructions)

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**Item 1.**

- (a) Name of Issuer  
Winn-Dixie Stores, Inc.
- (b) Address of Issuer's Principal Executive Offices  
5050 Edgewood Court, Jacksonville, Florida 32254 , USA

**Item 2.**

- (a) Name of Person Filing  
Orbis Investment Management Limited, Orbis Asset Management Limited
- (b) Address of Principal Business Office or, if none, Residence  
34 Bermudiana Road, Hamilton, HM 11, Bermuda
- (c) Citizenship  
The Reporting Persons are companies organized under the laws of Bermuda
- (d) Title of Class of Securities  
Common Stock, par value \$1.00 per share
- (e) CUSIP Number  
974280307

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

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: Orbis Investment Management Limited 2,615,643; Orbis Asset Management Limited 21,181
- (b) Percent of class: 4.89%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 2,602,755
  - (ii) Shared power to vote or to direct the vote 34,069
  - (iii) Sole power to dispose or to direct the disposition of 2,636,824
  - (iv) Shared power to dispose or to direct the disposition of 0

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

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

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

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

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

Orbis Investment Management Limited ("OIML") and Orbis Asset Management Limited ("OAML") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each

of OIML and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person. OIML is the beneficial owner of 2,615,643 shares or 4.85% of the 53,901,473 common stock of Winn-Dixie Stores, Inc. believed to be outstanding. OAML is the beneficial owner of 21,181 shares or 0.04 % of the 53,901,473 common stock of Winn-Dixie Stores, Inc. believed to be outstanding.

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

Not applicable.

**Item 10. Certification**

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

**SIGNATURE**

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

August 18, 2008

Date

ORBIS INVESTMENT MANAGEMENT LIMITED, ORBIS  
ASSET MANAGEMENT LIMITED by

Signature

James J. Dorr, General Counsel

Name/Title

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations  
(See 18 U.S.C. 1001)**

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SIGNATURE