

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

Allot Communications Ltd.
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1) *

ALLOT COMMUNICATIONS, LTD.

(NAME OF ISSUER)

ORDINARY SHARES

(TITLE OF CLASS OF SECURITIES)

M0854Q105

(CUSIP NUMBER)

DECEMBER 31, 2007

(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. M0854Q105

Schedule 13G

Page 2 of 16 Pages

1 NAME OF REPORTING PERSON:

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Venture Capital II Ltd. ("TFVCII")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

804,842 shares, except that Tamir Fishman Ventures II LLC ("GP"), which holds management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVCII except to the extent of its pecuniary interest therein.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

804,842 shares, except that GP, which holds management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVCII except to the extent of its pecuniary interest therein.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

804,842 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.66%*

12 TYPE OF REPORTING PERSON

CO

=====
*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.
=====

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

CUSIP No. M0854Q105
=====

Schedule 13G

Page 3 of 16 Pages
=====

=====

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II (Cayman Islands) LP ("CAYMAN")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5	SOLE VOTING POWER	
		138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMAN except to the extent of its pecuniary interest therein.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
		See response to row 5.	
	7	SOLE DISPOSITIVE POWER	
		138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMAN except to the extent of its pecuniary interest therein.	
	8	SHARED DISPOSITIVE POWER	
		See response to row 7.	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

138,310 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.63%*

12 TYPE OF REPORTING PERSON

PN

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.

CUSIP No. M0854Q105

Schedule 13G

Page 4 of 16 Pages

1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

 Tamir Fishman Ventures II LP ("TFVII")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

	5	SOLE VOTING POWER	1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVII except to the extent of its pecuniary interest therein.
--	---	-------------------	--

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	See response to row 5.
--	---	---------------------	------------------------

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVII except to the extent of its pecuniary interest therein.
--	---	------------------------	--

8	SHARED DISPOSITIVE POWER	See response to row 7.
---	--------------------------	------------------------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 1,165,014 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

 5.29%*

12 TYPE OF REPORTING PERSON

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

PN

=====
*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.
=====

=====
CUSIP No. M0854Q105
=====

Schedule 13G

=====
Page 5 of 16 Pages
=====

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II CEO Fund LP ("CEO")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEO except to the extent of its pecuniary interest therein.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEO except to the extent of its pecuniary interest therein.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,980 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.06%*

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

12 TYPE OF REPORTING PERSON

PN

*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.

CUSIP No. M0854Q105

Schedule 13G

Page 6 of 16 Pages

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II CEO (US) Fund LP ("CEOUS")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

54,543 shares, except that GP, the general partner of CEOUS may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEOUS except to the extent of its pecuniary interest therein.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

54,543 shares, except that GP, the general partner of CEOUS, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEOUS except to the extent of its pecuniary interest therein.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,543 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

0.25%*

12 TYPE OF REPORTING PERSON

PN

*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.

CUSIP No. M0854Q105

Schedule 13G

Page 7 of 16 Pages

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II (Israel) LP ("ISRAEL")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by ISRAEL except to the extent of its pecuniary interest therein.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by ISRAEL except to the extent of its pecuniary interest therein.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

155,904 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.71%*

12 TYPE OF REPORTING PERSON

PN

*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.

=====	=====	=====
CUSIP No. M0854Q105	Schedule 13G	Page 8 of 16 Pages
=====	=====	=====

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II LLC ("GP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

2,336,593 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

2,336,593 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,336,593 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.61%*

12 TYPE OF REPORTING PERSON

OO

*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.

**Includes options to purchase 5,000 Ordinary Shares of the Issuer held by Shai Saul, general partner of GP.

CUSIP No. M0854Q105

Schedule 13G

Page 9 of 16 Pages

1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Shai Saul ("SAUL")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

2,336,593 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. SAUL, general partner of GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. SAUL disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER See response to row 5.
7	SOLE DISPOSITIVE POWER 2,336,593 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. SAUL, general partner of GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. SAUL disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.
8	SHARED DISPOSITIVE POWER See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,336,593 shares**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.61%*

12 TYPE OF REPORTING PERSON

IN

*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.

**Includes options to purchase 5,000 Ordinary Shares of the Issuer held by SAUL.

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

ITEM 1.

- (a) Name of Issuer:
Allot Communications, Ltd. (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices: 5 Hanagar street, Industrial Zone B
Hod Hasharon L3, 45800
Israel

ITEM 2.

- (a) Name of Person Filing:
- (1) Tamir Fishman Ventures II LLC ("GP"); and
 - (2) Tamir Fishman Venture Capital II Ltd. ("TFVCII"); and
 - (3) Tamir Fishman Ventures II (Cayman Islands) LP ("CAYMAN"); and
 - (4) Tamir Fishman Ventures II LP ("TFVII"); and
 - (5) Tamir Fishman Ventures II CEO Fund LP ("CEO"); and
 - (6) Tamir Fishman Ventures II CEO (US) Fund LP ("CEOUS"); and
 - (7) Tamir Fishman Ventures II (Israel) LP ("ISRAEL")
 - (8) Shai Saul ("SAUL")

The entities and persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

- (b) Address of Principal Business Office or, if none, Residence:
The address of the principal business office of each of the Reporting Persons is: 21 Ha'Arbaa St., Tel Aviv 64739, Israel
- (c) Citizenship:
TFVII and CEOUS are limited partnerships organized under the laws of the State of Delaware. CEO and ISRAEL are limited partnerships organized under the laws of the State of Israel. TFVCII is a company organized under the laws of the State of Israel. GP is a limited liability company organized under the laws of the State of Delaware. CAYMAN is a limited partnership organized under the laws of the Cayman Islands. SAUL is an citizen of the State of Israel.
- (d) Title of Class of Securities: Ordinary Shares
- (e) CUSIP Number: M0854Q105

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
NOT APPLICABLE

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

=====
CUSIP No. M0854Q105
=====

Schedule 13G

=====
Page 13 of 16 Pages
=====

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Date: February 14, 2007

TAMIR FISHMAN VENTURES II LLC

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Amir Blumenfeld

Amir Blumenfeld, Authorized Signatory

By: /s/ Danny Fishman

Danny Fishman, Authorized Signatory

TAMIR FISHMAN VENTURE CAPITAL II LTD.

By: TAMIR FISHMAN VENTURES II LLC, its management company

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Partner

TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Partner

TAMIR FISHMAN VENTURES II LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Partner

Edgar Filing: Allot Communications Ltd. - Form SC 13G/A

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Partner

TAMIR FISHMAN VENTURES II CEO (US) FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Partner

By: /s/ Shai Saul

SHAI SAUL