

Allot Communications Ltd.
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Allot Communications, Ltd.
(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

M0854Q105
(CUSIP Number)

December 31, 2011
(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.

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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 15 Pages

1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. 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

101,791 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

7

See response to row 5.
SOLE DISPOSITIVE POWER

8

101,791 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.
SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,791 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%*

12 TYPE OF REPORTING PERSON

CO

*Based on 29,921,911 Ordinary Shares of the Issuer, reported as the number of Ordinary Shares outstanding immediately following the closing of a public offering of Ordinary Shares on November 15, 2011, as reported on Form 424B5, filed on November 11, 2011.

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Schedule 13G

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1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. 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

NUMBER OF

SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

0 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8

0 shares

SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%*

12 TYPE OF REPORTING PERSON

PN

* Based on 29,921,911 Ordinary Shares of the Issuer, reported as the number of Ordinary Shares outstanding immediately following the closing of a public offering of Ordinary Shares on November 15, 2011, as reported on Form 424B5, filed on November 11, 2011.

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Schedule 13G

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1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. 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

NUMBER OF

SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

0 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8

0 shares

SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%*

12 TYPE OF REPORTING PERSON

PN

* Based on 29,921,911 Ordinary Shares of the Issuer, reported as the number of Ordinary Shares outstanding immediately following the closing of a public offering of Ordinary Shares on November 15, 2011, as reported on Form 424B5, filed on November 11, 2011.

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1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. 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

NUMBER OF

SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

0 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8

0 shares

SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%*

12 TYPE OF REPORTING PERSON

PN

* Based on 29,921,911 Ordinary Shares of the Issuer, reported as the number of Ordinary Shares outstanding immediately following the closing of a public offering of Ordinary Shares on November 15, 2011, as reported on Form 424B5, filed on November 11, 2011.

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1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. 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

NUMBER OF

SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

0 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8

0 shares

SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%*

12 TYPE OF REPORTING PERSON

PN