

Allot Communications Ltd.
Form SC 13G
February 13, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
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3235-0145

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

Allot Communications Ltd.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

M0854Q 10 5

(CUSIP Number)

December 31, 2006

(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. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Partech International Growth Capital I LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|-------------------------------------|
| | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
469,537 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
469,537 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
469,537
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
2.2%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Partech International Growth Capital III LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Cayman Islands
 5. Sole Voting Power
0
 6. Shared Voting Power
533,565
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
533,565
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
533,565
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
2.5%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
46th Parallel LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Cayman Islands
 5. Sole Voting Power
0
 6. Shared Voting Power
1,003,102
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
1,003,102
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,003,102
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
4.8%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Double Black Diamond II LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Cayman Islands
 5. Sole Voting Power
0
 6. Shared Voting Power
32,016
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
32,016
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
32,016
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0.2%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
AXA Growth Capital II LP
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Bermuda
 5. Sole Voting Power
0
 6. Shared Voting Power
224,098
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
224,098
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
224,098
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
1.1%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
48th Parallel LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
 5. Sole Voting Power
0
 6. Shared Voting Power
224,098
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
224,098
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
224,098
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
1.1%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

- | | |
|-----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Multinvest LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Cayman Islands |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
21,346 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
21,346 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
21,346 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
0.1% |
| 12. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
ParVenture Japan Managers LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Cayman Islands
 5. Sole Voting Power
0
 6. Shared Voting Power
21,346
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
21,346
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
21,346
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0.1%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Par SF LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
 5. Sole Voting Power
0
 6. Shared Voting Power
1,227,200
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
1,227,200
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,227,200
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
5.8%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Vendome Capital LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
 5. Sole Voting Power
0
 6. Shared Voting Power
1,248,546
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
1,248,546
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,248,546
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
5.9%
 12. Type of Reporting Person (See Instructions)
OO
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Thomas G. McKinley
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
 5. Sole Voting Power
0
 6. Shared Voting Power
1,280,562
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
1,280,562
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,280,562
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
6.1%
 12. Type of Reporting Person (See Instructions)
IN
-

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CUSIP No. M0854Q 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Vincent R. Worms
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
France
 5. Sole Voting Power
0
 6. Shared Voting Power
1,280,562
 7. Sole Dispositive Power
0
 8. Shared Dispositive Power
1,280,562
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,280,562
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
6.1%
 12. Type of Reporting Person (See Instructions)
IN
-

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Item 1.

- (a) Name of Issuer
Allot Communications Ltd.
- (b) Address of Issuer's Principal Executive Offices
22 Hanagar Street, Industrial Zone B, Hod-Hasharon, 45240 Israel

Item 2.

- (a) Name of Person Filing
Partech International Growth Capital I LLC (PIGC I)

Partech International Growth Capital III LLC (PIGC II)

AXA Growth Capital II L.P. (AXGC II)

Double Black Diamond II LLC (Double Black)

Multinvest LLC (Multinvest)

46th Parallel LLC (46th Parallel)

48th Parallel LLC (48th Parallel)

ParVenture Japan Managers LLC (ParVenture Japan)

Par SF LLC (Par SF)

Vendome Capital (Vendome)

Thomas G. McKinley (McKinley)

Vincent R. Worms (Worms)
- (b) Address of Principal Business Office or, if none, Residence
Principal office for PIGC I, PIGC II, Double Black, Multinvest, ParVenture Japan,
and 46th Parallel:

Ugland House, South Church Street, Georgetown, Grand Cayman, Cayman Islands

Principal office for 48th Parallel and Par SF:

1209 Orange Street, Wilmington, DE 19801

Principal office for AXGC II:

Clarendon House, 2 Church Street, PO Box HM 666, Hamilton, Bermuda HM CX

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Principal office for Vendome Capital LLC:

325 Front Street, PMB 410, Evanston, WY 82930

Principal office for Thomas G. McKinley and Vincent R. Worms:

50 California Street, Suite 3200, San Francisco, CA 94111

(c)

Citizenship

PIGC I, PIGC III, Double Black, Multinvest, 46th Parallel, and ParVenture Japan are Cayman Island companies limited by guarantee. AXGC II is a Bermuda Limited Partnership. Par SF and 48th Parallel are Delaware Limited Liability Companies. Vendome Capital is a Wyoming Limited Liability Company. McKinley is a citizen of the United States. Worms is a citizen of France.

(d)

Title of Class of Securities

Ordinary Shares

(e)

CUSIP Number

M0854Q 10 5

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. 78o).
 - (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:

PIGC I is recordholder of 469,537 shares of Ordinary Shares of the Issuer as of December 31, 2006. 46th Parallel is the managing member of PIGC I, Par SF the managing member of 46th Parallel, Worms and Vendome the managing members of Par SF and McKinley, the managing member of Vendome, may be deemed to share voting and dispositive power over the shares held by PIGC I. Such persons and entities disclaim beneficial ownership of shares held by PIGC I except to the extent of pecuniary interest therein.

PIGC III is recordholder of 533,565 shares of Ordinary Shares of the Issuer as of December 31, 2006. 46th Parallel is the managing member of PIGC III, Par SF the managing member of 46th Parallel, Worms and Vendome the managing members of Par SF and McKinley, the managing member of Vendome, may be deemed to share voting and dispositive power over the shares held by PIGC III. Such persons and entities disclaim beneficial ownership of shares held by PIGC III except to the extent of pecuniary interest therein.

AXGC II is recordholder of 224,098 shares of Ordinary Shares of the Issuer as of December 31, 2006. 48th Parallel is the managing member of AXGC II, Par SF the managing member of 48th Parallel, Worms and Vendome the managing members of Par SF and McKinley, the managing member of Vendome, may be deemed to share voting and dispositive power over the shares held by AXGC II. Such persons and entities disclaim beneficial ownership of shares held by AXGC II except to the extent of pecuniary interest therein.

Multinvest is recordholder of 21,346 shares of Ordinary Shares of the Issuer as of December 31, 2006. ParVenture Japan is the managing member of Multinvest, Worms and Vendome, the managing members of ParVenture Japan and McKinley, the managing member of Vendome, may be deemed to share voting and dispositive power over the shares held by Multinvest. Such persons and entities disclaim beneficial ownership of shares held by Multinvest except to the extent of pecuniary interest therein.

Double Black is recordholder of 32,016 shares of Ordinary Shares of the Issuer as of December 31, 2006. Worms and McKinley, the managing members of Double Black, may be deemed to share voting and dispositive power over the shares held by Double Black and disclaim beneficial ownership of shares held by Double Black except to the extent of pecuniary interest therein.

(b) Percent of class:

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PIGC I	2.2%
PIGC III	2.5%
46th Parallel	4.8%
AXGC II	1.1%
48th Parallel	1.1%
Double Black	0.2%
Multinvest	0.1%
ParVenture Japan	0.1%
Par SF	5.8%
Vendome Capital LLC	5.9%
McKinley	6.1%
Worms	6.1%

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
- (ii) Shared power to vote or to direct the vote

PIGC I	469,537
PIGC III	533,565
46th Parallel	1,003,102
AXGC II	224,098
48th Parallel	224,098
Double Black	32,016
Multinvest	21,346
ParVenture Japan	21,346
Par SF	1,227,200
Vendome Capital LLC	1,248,546
McKinley	1,280,562
Worms	1,280,562

(iii) Sole power to dispose or to direct the disposition of

(iv) Shared power to dispose or to direct the disposition of

PIGC I	469,537
PIGC III	533,565
46th Parallel	1,003,102
AXGC II	224,098
48th Parallel	224,098
Double Black	32,016
Multinvest	21,346
ParVenture Japan	21,346
Par SF	1,227,200
Vendome Capital LLC	1,248,546
McKinley	1,280,562
Worms	1,280,562

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
N/A

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

Item 8. Identification and Classification of Members of the Group
N/A

Item 9. Notice of Dissolution of Group
N/A

Item 10. Certification

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.

February 12, 2007

Date

/s/ Thomas G. McKinley

Signature

Partech International Growth Capital I LLC

By: 46th Parallel, LLC, Managing Member

PAR SF, LLC, Managing Member

Vendome Capital LLC, Managing Member

Thomas G. McKinley, Managing
Member

February 12, 2007

Date

/s/ Thomas G. McKinley

Signature

Partech International Growth Capital III LLC

By: 46th Parallel, LLC, Managing Member

PAR SF, LLC, Managing Member

Vendome Capital LLC, Managing Member

Thomas G. McKinley, Managing
Member

February 12, 2007

Date

/s/ Thomas G. McKinley

Signature

AXA Growth Capital II LP

By: 48th Parallel, LLC, Managing Member

PAR SF, LLC, Managing Member

Vendome Capital LLC, Managing Member

Thomas G. McKinley, Managing
Member

February 12, 2007

Date

/s/ Thomas G. McKinley

Signature

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Multinvest LLC

By: ParVenture Japan Managers, LLC, Managing Member

Vendome Capital LLC, Managing Member

Thomas G. McKinley, Managing Member

February 12, 2007

Date

/s/ Thomas G. McKinley

Signature

Double Black Diamond II LLC

By: Thomas G. McKinley, Managing Member
