

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

FORM 6-K/A

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2012
Commission File Number: 001-33129

Allot Communications Ltd.

(Translation of registrant's name into English)

**22 Hanagar Street
Neve Ne'eman Industrial Zone B
Hod-Hasharon 45240
Israel**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

EXPLANATORY NOTE

Allot Communications Ltd. (the "Company") is submitting this amended Report on Form 6-K (this "Form 6-K/A") to amend the Report on Form 6-K submitted to the Securities and Exchange Commission on May 1, 2012 containing press releases announcing the quarterly results for the quarter ended March 31, 2012 and signing of a definitive agreement to acquire Ortiva Wireless, Inc. (the "Original Submission"). The Company is submitting this Form 6-K/A solely to furnish the financial statements for the quarter ended March 31, 2012, as previously provided with its press release dated May 1, 2012, which were inadvertently omitted in the Original Submission. The financial statements are attached to this Form 6-K/A as Exhibit 99.1. The remainder of the information contained in the Original Submission is unchanged.

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, thereunto duly authorized.

Allot Communications Ltd.

By: /s/ Donna Rahav

Donna Rahav
Deputy General Counsel

Date: May 21, 2012

EXHIBIT INDEX

The following exhibit has been filed as part of this Form 6-K/A:

<u>Exhibit</u>	<u>Description</u>
99.1	Consolidated Financial Statements of Allot Communications Ltd. and its subsidiaries as of March 31, 2012

TABLE - 1
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(U.S. dollars in thousands, except share and per share data)

	Three Months Ended	
	March 31,	
	2012	2011
	(Unaudited)	
Revenues	\$ 24,217	\$ 17,183
Cost of revenues	6,901	4,852
Gross profit	<u>17,316</u>	<u>12,331</u>
Operating expenses:		
Research and development costs, net	4,010	2,971
Sales and marketing	7,755	6,314
General and administrative	2,774	1,427
Total operating expenses	<u>14,539</u>	<u>10,712</u>
Operating profit	2,777	1,619
Financial and other income, net	462	92
Profit before income tax expenses	<u>3,239</u>	<u>1,711</u>
Tax expenses	3	85
Net profit	<u>3,236</u>	<u>1,626</u>
Basic net profit per share	<u>\$ 0.10</u>	<u>\$ 0.07</u>
Diluted net profit per share	<u>\$ 0.10</u>	<u>\$ 0.06</u>
Weighted average number of shares used in computing basic net earnings per share	<u>31,218,667</u>	<u>23,980,623</u>
Weighted average number of shares used in computing diluted net earnings per share	<u>32,923,903</u>	<u>25,898,321</u>

TABLE - 2
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
RECONCILIATION OF GAAP TO NON-GAAP CONSOLIDATED STATEMENTS OF OPERATIONS
(U.S. dollars in thousands, except per share data)

	Three Months Ended	
	March 31,	
	2012	2011
	(Unaudited)	
GAAP net profit as reported	\$ 3,236	\$ 1,626
Non-GAAP adjustments		
Expenses recorded for stock-based compensation		
Cost of revenues	44	23
Research and development costs, net	188	92
Sales and marketing	318	221
General and administrative	166	181
Expenses related to M&A activities and compliance with regulatory matters		
General and administrative	1,045	-
Core technology amortization- cost of revenues	31	30
Total adjustments to operating loss	1,792	547
Financial and other expenses, net		
Total adjustments	1,792	547
Non-GAAP net profit	\$ 5,028	\$ 2,173
Non- GAAP basic net profit per share	\$ 0.16	\$ 0.09
Non- GAAP diluted net profit per share	\$ 0.15	\$ 0.08
Weighted average number of shares used in computing basic net earnings per share	31,218,667	23,980,623
Weighted average number of shares used in computing diluted net earnings per share	33,078,735	26,035,245

TABLE - 3
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS on a NON-GAAP BASIS
(U.S. dollars in thousands, except share and per share data)

	Three Months Ended	
	March 31,	
	2012	2011
	(Unaudited)	
Revenues	\$ 24,217	\$ 17,183
Cost of revenues	6,826	4,799
Gross profit	<u>17,391</u>	<u>12,384</u>
Operating expenses:		
Research and development costs, net	3,822	2,879
Sales and marketing	7,437	6,093
General and administrative	1,563	1,246
Total operating expenses	<u>12,822</u>	<u>10,218</u>
Operating profit	4,569	2,166
Financial and other income, net	462	92
Profit before income tax expenses	<u>5,031</u>	<u>2,258</u>
Tax expenses	3	85
Net profit	<u>5,028</u>	<u>2,173</u>
Basic net profit per share	<u>\$ 0.16</u>	<u>\$ 0.09</u>
Diluted net profit per share	<u>\$ 0.15</u>	<u>\$ 0.08</u>
Weighted average number of shares used in computing basic net earnings per share	<u>31,218,667</u>	<u>23,980,623</u>
Weighted average number of shares used in computing diluted net earnings per share	<u>33,078,735</u>	<u>26,035,245</u>

TABLE - 4
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands)

	March 31,	December 31,
	2012	2011
	(Audited)	(Audited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 140,902	\$ 116,682
Short term deposits	6,000	24,000
Marketable securities and restricted cash	18,535	18,718
Trade receivables, net	16,313	11,926
Other receivables and prepaid expenses	5,839	5,950
Inventories	10,652	10,501
Total current assets	198,241	187,777
LONG-TERM ASSETS:		
Severance pay fund	184	178
Other assets	357	356
Total long-term assets	541	534
PROPERTY AND EQUIPMENT, NET	5,406	5,352
GOODWILL AND INTANGIBLE ASSETS, NET	3,364	3,395
Total assets	\$ 207,552	\$ 197,058
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 5,939	\$ 2,684
Deferred revenues	18,590	16,694
Other payables and accrued expenses	8,432	9,462
Total current liabilities	32,961	28,840
LONG-TERM LIABILITIES:		
Deferred revenues	4,745	5,430
Accrued severance pay	219	219
Total long-term liabilities	4,964	5,649
SHAREHOLDERS' EQUITY	169,627	162,569
Total liabilities and shareholders' equity	\$ 207,552	\$ 197,058

TABLE - 5
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in thousands)

	Three Months Ended	
	March 31,	
	2012	2011
	(Unaudited)	
<u>Cash flows from operating activities:</u>		
Net income	\$ 3,236	\$ 1,626
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	645	661
Stock-based compensation related to options granted to employees and non-employees	716	517
Amortization of intangible assets	31	30
Capital loss (gain)	4	(4)
Decrease (Increase) in accrued severance pay, net	(6)	3
Increase in other assets	(1)	(3)
Decrease (Increase) in accrued interest and amortization of premium on marketable securities	37	(1)
Increase in trade receivables	(4,387)	(2,768)
Decrease (Increase) in other receivables and prepaid expenses	224	(94)
Increase in inventories	(151)	(814)
Increase in trade payables	3,255	27
Increase (Decrease) in employees and payroll accruals	265	(592)
Increase in deferred revenues	1,211	1,459
Increase (Decrease) in other payables and accrued expenses	(677)	918
Net cash provided by operating activities	<u>4,402</u>	<u>965</u>
<u>Cash flows from investing activities:</u>		
Increase in restricted deposit	(44)	(486)
Redemption of short-term deposits	18,000	-
Purchase of property and equipment	(703)	(710)
Proceeds from sale of property and equipment	-	30
Investment in marketable securities	(251)	(853)
Proceeds from redemption or sale of marketable securities	450	800
Net cash provided by (used in) investing activities	<u>17,452</u>	<u>(1,219)</u>
<u>Cash flows from financing activities:</u>		
Proceeds from exercise of options	<u>2,366</u>	<u>1,253</u>
Net cash provided by financing activities	<u>2,366</u>	<u>1,253</u>
Increase in cash and cash equivalents	24,220	999
Cash and cash equivalents at the beginning of the year	<u>116,682</u>	<u>42,858</u>
Cash and cash equivalents at the end of the year	<u>\$ 140,902</u>	<u>\$ 43,857</u>