

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

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Allot Communications Ltd.**

(Exact Name of Registrant as specified in its charter)

**Israel**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

(I.R.S. Employer Identification No.)

**22 Hanagar Street, Neve Ne'eman Industrial  
Zone B, Hod-Hasharon 45240, Israel**  
(Address of principal executive offices)

**Not Applicable**

(Zip Code)

**2006 Incentive Compensation Plan**  
(Full title of the Plan)

**Allot Communications, Inc.  
300 TradeCenter, Suite 4680  
Woburn, MA 01801-7422  
(781) 939-9300**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies of communications to:

**Colin J. Diamond, Esq.**  
**White & Case LLP**  
**1155 Avenue of the Americas**  
**New York, New York**  
**Tel: (212) 819-8200**  
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**Doron Faibish, Adv.**  
**General Counsel & Corporate Secretary**  
**Allot Communications Ltd.**  
**22 Hanagar Street**  
**Hod-Hasharon 45240, Israel**  
**Tel/Fax: +972 (9) 762-8419**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities Being Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, par value NIS 0.10 per share	1,000,000	\$ 23.76(2)	\$ 23,760,000	\$ 2,723

(1) This Registration Statement covers the aggregate number of ordinary shares which may be issued under the 2006 Incentive Compensation Plan. Pursuant to Rule 416, this Registration Statement shall also be deemed to cover an indeterminate number of additional ordinary shares in the event the number of outstanding shares of Allot Communications Ltd. is increased by stock split, stock dividend and/or similar transactions.

(2) Pursuant to Rule 457(c) and (h)(1), the proposed maximum offering price per share and the proposed maximum aggregate offering price have been calculated on the basis of the average of the high and low prices (\$24.08 and \$23.44) of the Registrant's ordinary shares as quoted on The NASDAQ Global Select Market on April 13, 2012.

## EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 (this "Registration Statement") is for Allot Communications Ltd. (the "Registrant") to register an additional 1,000,000 Ordinary Shares for issuance under the 2006 Incentive Compensation Plan.

In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-140701), filed with the Securities and Exchange Commission (the "SEC") on February 14, 2007, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) the Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2011 (File No. 001-33129), filed with the SEC on April 17, 2012; and
- (b) the description of the Registrant's ordinary shares contained in Item 1 of the Registration Statement on Form 8-A (File No. 001-33129) filed with the SEC on November 3, 2006, including any subsequent amendment or any report filed for the purpose of updating such description.

##### **Item 8. Exhibits**

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hod Hasharon, Israel on April 17, 2012.

ALLOT COMMUNICATIONS LTD.

By: /s/ Rami Hadar  
Name: Rami Hadar  
Title: Chief Executive Officer and  
President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Allot Communications Ltd., a company organized under the laws of the State of Israel, do hereby constitute and appoint Rami Hadar and Nachum Falek, and each of them severally, the lawful attorney-in-fact and agent with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, and any rules or regulations or requirements of the SEC in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b><u>Signature</u></b>	<b><u>Title of Capacities</u></b>	<b><u>Date</u></b>
<u>/s/ Rami Hadar</u> Rami Hadar	Director, Chief Executive Officer and President (Principal Executive Officer)	April 17, 2012
<u>/s/ Nachum Falek</u> Nachum Falek	Chief Financial Officer (Principal Financial Officer)	April 17, 2012
<u>/s/ Shraga Katz</u> Shraga Katz	Chairman of the Board of Directors	April 17, 2012
<u>/s/ Yigal Jacoby</u> Yigal Jacoby	Director	April 17, 2012
<u>/s/ Nurit Benjamini</u> Nurit Benjamini	Director	April 17, 2012
<u>/s/ Itzhak Danziger</u> Itzhak Danziger	Director	April 17, 2012
<u>/s/ Steven D. Levy</u> Steven D. Levy	Director	April 17, 2012
ALLOT COMMUNICATIONS, INC.	United States Representative	April 17, 2012
By: <u>/s/ Rami Hadar</u> Name: Rami Hadar Title: Director, Allot Communications, Inc.		

## EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Matri, Meiri & Co., Israeli counsel to the Registrant, as to the validity of the ordinary shares (including consent).
23.1	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global.
23.2	Consent of Matri, Meiri & Co., Israeli counsel to the Registrant (included in Exhibit 5.1).
24.1	Powers of Attorney (included in the signature page to this Registration Statement).
99.1	2006 Incentive Compensation Plan (1).
(1)	Previously filed with the Securities and Exchange Commission on May 7, 2009 as Exhibit 4.10 to the Company's Form 20-F for the year ended December 31, 2008 (File No. 001-33129) and incorporated by reference herein.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2006 Compensation Incentive Plan of Allot Communications Ltd., of our report dated April 17, 2012, with respect to the consolidated financial statements of Allot Communications Ltd. included in its annual report on Form 20-F for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Kost Forer Gabbay & Kasierer  
KOST FORER GABBAY & KASIERER  
A Member of Ernst & Young Global

Tel Aviv, Israel  
April 17, 2012

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**Matry, Meiri & Co.**  **מטרי, מאירי ושות'**  
**LAW OFFICES** **עורכי דין - דיין**

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 Yossi Ben Naftali  
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 Nir Lavi  
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 Idan Zachar  
 Lior Eldar  
 Amir Sabbag  
 Moshe Cohen  
 Iris Dobkin  
 Ravit Buchris  
 Yisrael Rubin  
 Yaron Dickerman  
 Yael Persky Kissin  
 Ittai Tschernichovsky

• Also admitted in New York

רונן מטרי  
 מורן מאירי  
 קיטי ברונר  
 קרן וכת  
 אורן קנובל •  
 עידו לוי •  
 לירון כהנא  
 רמי אהרון  
 יוסי בן נפתלי  
 רביב צפרוני  
 רז בן-דור  
 ניר לביא  
 נתנאל דויטש  
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 ישראל רובין  
 ירון דיקרמן  
 יעל פרסקי קיסין  
 איתי צ'רניחובסקי

• סוספד גם בסדית ניו-יורק

April 16, 2012

Allot Communications Ltd.  
 22 Hanagar Street  
 Neve Ne'eman Industrial Zone B  
 Hod Hasharon 45240  
 Israel

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed with the United States Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended, on behalf of Allot Communication Ltd., a company organized under the laws of the State of Israel (the "**Company**"), relating to up to 1,000,000 of the Company's Ordinary Shares, nominal value NIS 0.10 per share (the "**Shares**"), issuable under the Allot Communications Ltd. 2006 Incentive Compensation Plan, as amended (the "**Plan**").

As special Israeli counsel to the Company, we have examined such corporate records, certificates and other documents provided to us by the Company, as we have considered necessary for the purpose of our opinion. In our examination we have assumed the legal capacity of all natural persons, the existence of and authorization by all non-natural persons (other than the Company), the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. As to relevant facts material to our opinion, we have relied, without any independent investigation or verification, upon written or oral statements of officers and other representatives of the Company and certificates of public officials.



Upon the basis of such examination, we are of the opinion that, when the Shares are issued and sold pursuant to the terms of the Plan and the grants thereunder, and against payment therefor of the exercise price, as determined pursuant to the terms of the Plan, the Shares will be legally and validly issued, fully paid and non-assessable.

The opinion expressed herein is limited (a) to Israeli law as in force on the date hereof, and we do not express any opinion as to the laws of any other jurisdiction, and (b) to the matters stated herein. No opinion is implied or may be inferred beyond the matters expressly stated. This opinion letter is effective only as of its date, and we disclaim any obligation to advise of any subsequent change of law or fact.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

This opinion shall be governed by the laws of the State of Israel, and exclusive jurisdiction with respect thereto under all and any circumstances, and under all and any proceedings shall be vested only and exclusively with the courts of Tel Aviv in the State of Israel. This opinion is rendered to you subject to, based and in reliance on your agreement to comply with the exclusive choice of law and jurisdiction contained herein and to refrain under all and any circumstances from initiating any proceedings or taking any legal action relating to this opinion outside the State of Israel.

Very truly yours,

/s/ Matry, Meiri & Co.  
Matry, Meiri & Co.