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

Form 6-K

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

For the month of November 2022
Commission File Number: 001-33129

ALLOT 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): ____

EXPLANATORY NOTE

On November 2, 2022, Allot Ltd. (the “Company”) published a notice (the “Notice”) that it will hold an Annual General Meeting of Shareholders (the “2022 Annual Meeting”) on December 14, 2022, with a record date (the “Record Date”) on November 10, 2022. The Company will distribute a proxy statement (which will include the full version of the proposed resolutions) and a proxy card to all shareholders of record after the Record Date for the 2022 Annual Meeting. The Notice is furnished as Exhibit 99.1 herewith.

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 Ltd.

By: /s/ Rael Kolevsohn

Rael Kolevsohn

VP Legal Affairs & General Counsel

November 2, 2022

EXHIBIT INDEX

Exhibit Number

Description

[99.1](#)

[Notice of Annual General Meeting of Shareholders of Allot Ltd. to be held on December 14, 2022.](#)

**ALLOT LTD. (the “Company” or “Allot”)
Notice of Annual Meeting of Shareholders of the Company**

The Company is pleased to announce that the annual meeting of shareholders of the Company will take place on **December 14, 2022, at 2:30 p.m.** Israel time at the offices of the Company, at 22 Hanagar Street, Neve Ne’eman Industrial Zone B, Hod Hasharon Israel (the “Annual Meeting”).

The following items are on the agenda of the Annual Meeting:

1. To approve an amendment to the Company’s Articles of Association, effective immediately upon the approval of this Proposal 1, to provide for the elimination of the different classes of members of the Board of Directors of the Company (the “Board”), so that after completion of their current term, the term of each director who is elected or reelected at or after the Annual Meeting (other than Outside Directors (as defined in the Israel Companies Law, 5759-1999, as amended (the “Israel Companies Law”))), who shall continue to serve for fixed three-year terms in accordance with the Israel Companies Law shall be one year.
2. To elect Raffi Kesten as a Class II director, to serve until the 2023 annual meeting of shareholders, and until his successor has been duly elected and qualified, or until his office is vacated in accordance with the Company’s Articles of Association or the Israel Companies Law.
3. Subject to the approval of Proposal 2, to approve the equity compensation payable to Raffi Kesten.
4. To reelect Nadav Zohar as a Class I director, to serve until the 2025 annual meeting of shareholders (or, if Proposal 1 is approved, to serve until the 2023 annual meeting of shareholders), and until his successor has been duly elected and qualified, or until his office is vacated in accordance with the Company’s Articles of Association or the Israel Companies Law.
5. To reelect Steven Levy as an Outside Director of the Company, to serve for a term of three years commencing as of the end of his current term, or until his office is vacated in accordance with the Company’s Articles of Association or the Israel Companies Law.
6. To approve the existing compensation policy for officers and directors of the Company for the years 2022-2025 as required by the Israel Companies Law.
7. To approve a grant of 30,000 restricted stock units to each new director upon his or her initial election to our Board.
8. To approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as Allot’s independent registered public accounting firm for the fiscal year ending December 31, 2022 and until the next annual meeting of shareholders, and to authorize the Board, upon recommendation of the audit committee, to fix the remuneration of said independent registered public accounting firm.
9. To report on the business of the Company for the fiscal year ended December 31, 2021, including a review of the fiscal 2021 financial statements.
10. To act upon any other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.

The date for determining the right of all the shareholders to vote at the Annual Meeting is **November 10, 2022**. The last date for submitting proposals for consideration at the Annual Meeting is **November 24, 2022**. The last date for submitting a statement of position is **December 4, 2022**. The last date for submitting a proxy card is **December 13, 2022, at 2:30 p.m.** Israel time. Each shareholder is required to provide proof of ownership of the Company’s shares in order to vote his shares in the Annual Meeting. If your shares are held in the name of a bank, broker or other holder of record, you must bring a current brokerage statement or other proof of ownership with you to the Annual Meeting. Each shareholder whose shares are held through a member of the Tel-Aviv Stock Exchange is entitled to vote via the Israel Securities Authority’s MAGNA online platform up to six hours before the time fixed for the Annual Meeting. To receive more information regarding the Annual Meeting and the agenda items, see the Immediate Report on the matter of calling the Annual Meeting and the Proxy Statement, as it will be published by the Company on the MAGNA distribution site www.magna.isa.gov.il and the website of the Tel-Aviv Stock Exchange www.maya.tase.co.il.
