
**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 August 2019
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): ____

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

On August 6th, 2019, Allot Ltd. issued a press release announcing the Second Quarter 2019 Financial Results.

A copy of the press release entitled “Allot Announces Second Quarter 2019 Financial Results” is attached to this Form 6-K as Exhibit 99.1.

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/ Alberto Sessa

Alberto Sessa
Chief Financial Officer

Date: August 6th, 2019

EXHIBIT INDEX

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

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------------|--|
| <u>99.1</u> | <u>Allot Announces Second Quarter 2019 Financial Results</u> |



Allot Announces Second Quarter 2019 Financial Results

Quarterly Revenues Grow 15% Year over Year

Hod Hasharon, Israel – August 6, 2019 - Allot Ltd. (NASDAQ: ALLT, TASE: ALLT), a global provider of leading innovative network intelligence and security solutions for service providers worldwide, today announced its second quarter 2019 financial results.

Second Quarter 2019 – Financial Highlights

- Revenue growth to \$26.6 million, up 15% year-over-year;
- GAAP gross profit up 12% year-over-year to \$18.3 million; non-GAAP gross profit up 12% to \$18.5 million;
- GAAP operating loss of \$1.5 million; non-GAAP operating loss of \$2.1 million;

Financial Outlook

- Management continues to maintain its 2019 expectations of yearly revenues between \$106-110 million, representing continued double-digit year-over-year growth;
- Management continue to expect full year 2019 book to bill ratio at above 1;

Management Comment

Erez Antebi, President & CEO of Allot, commented: “We are pleased with our ongoing year-over-year growth in revenue and we remain on target with our strategy and longer-term goals. Our pipeline remains strong and we are actively working to close further deals in the coming months, both in the Visibility and Control, as well as in the Security areas. We look forward to continued and sustainable growth for the remainder of this year and beyond.”

Second Quarter 2019 Financial Results Summary

Total revenues for the quarter were \$26.6 million, an increase of 15% compared to \$23.0 million in the second quarter of 2018.

Gross profit on a GAAP basis for the quarter was \$18.3 million (gross margin of 68.7%), a 12% improvement compared with \$16.3 million (gross margin of 70.8%) in the second quarter of 2018.

Gross profit on a non-GAAP basis for the quarter of was \$18.5 million (gross margin of 69.8%), a 12% improvement compared with \$16.6 million (gross margin of 72.2%) in the second quarter of 2018.

Operating loss on a GAAP basis for the quarter was \$1.5 million, compared with an operating loss of \$2.8 million, in the second quarter of 2018.

Non-GAAP operating loss for the quarter was \$2.1 million, compared with a non-GAAP operating loss of \$1.3 million in the second quarter of 2018.

Net loss on a GAAP basis for the quarter was \$1.5 million, or \$0.04 per basic and diluted share, compared with a net loss of \$2.4 million, or \$0.07 per basic and diluted share, in the second quarter of 2018.

Non-GAAP net loss for the quarter was \$2.1 million, or \$0.06 per basic share, compared with a non-GAAP net loss of \$1.2 million, or \$0.04 per basic share, in the second quarter of 2018.

Cash and investments as of June 30, 2019 totaled \$101.6 million, compared to \$101.5 million as of March 31, 2019.

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Conference Call & Webcast:

The Allot management team will host a conference call to discuss second quarter 2019 earnings results today, August 6, 2019 at 8:30 am ET, 3:30 pm Israel time. To access the conference call, please dial one of the following numbers:

US: 1-888-407-2553, UK: 0-800-917-5108, Israel: +972-3-918-0610

A live webcast and, following the end of the call, an archive of the conference call, will be accessible on the Allot website at: <http://investors.allot.com/index.cfm>

About Allot

Allot Ltd. (NASDAQ: ALLT, TASE: ALLT) is a provider of leading innovative network intelligence and security solutions for service providers worldwide, enhancing value to their customers. Our solutions are deployed globally for network and application analytics, traffic control and shaping, network-based security services, and more. Allot's multi-service platforms are deployed by over 500 mobile, fixed and cloud service providers and over 1000 enterprises. Our industry leading network-based security as a service solution has achieved over 50% penetration with some service providers and is already used by over 21 million subscribers in Europe. Allot. See. Control. Secure.

For more information, visit www.allot.com

GAAP to Non-GAAP Reconciliation:

Non-GAAP net income is defined as GAAP net income after excluding stock-based compensation expenses, amortization of acquisition-related intangible assets, deferred tax asset adjustment, exchange rate differences related to revaluation of assets and liabilities denominated in non-dollar currencies and other acquisition-related expenses.

These non-GAAP measures should be considered in addition to, and not as a substitute for, comparable GAAP measures. The non-GAAP results and a full reconciliation between GAAP and non-GAAP results is provided in the accompanying Table 2. The Company provides these non-GAAP financial measures because it believes they present a better measure of the Company's core business and management uses the non-GAAP measures internally to evaluate the Company's ongoing performance. Accordingly, the Company believes they are useful to investors in enhancing an understanding of the Company's operating performance.

Safe Harbor Statement

This release contains forward-looking statements, which express the current beliefs and expectations of Company management. Such statements involve a number of known and unknown risks and uncertainties that could cause our future results, performance or achievements to differ significantly from the results, performance or achievements set forth in such forward-looking statements. Important factors that could cause or contribute to such differences include risks relating to: our ability to compete successfully with other companies offering competing technologies; the loss of one or more significant customers; consolidation of, and strategic alliances by, our competitors, government regulation; the timing of completion of key project milestones which impact the timing of our revenue recognition; lower demand for key value-added services; our ability to keep pace with advances in technology and to add new features and value-added services; managing lengthy sales cycles; operational risks associated with large projects; our dependence on fourth party channel partners for a material portion of our revenues; court approval of the Company's proposed share buy-back program; and other factors discussed under the heading "Risk Factors" in the Company's annual report on Form 20-F filed with the Securities and Exchange Commission. Forward-looking statements in this release are made pursuant to the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are made only as of the date hereof, and the company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|------------------|------------------------------|------------------|
| | 2019 | 2018 | 2019 | 2018 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| Revenues | \$ 26,554 | \$ 23,003 | \$ 51,896 | \$ 44,735 |
| Cost of revenues | 8,301 | 6,712 | 15,594 | 13,636 |
| Gross profit | 18,253 | 16,291 | 36,302 | 31,099 |
| Operating expenses: | | | | |
| Research and development costs, net | 7,633 | 6,298 | 14,807 | 12,091 |
| Sales and marketing | 11,209 | 10,182 | 22,686 | 20,215 |
| General and administrative | 923 | 2,579 | 3,628 | 5,045 |
| Total operating expenses | 19,765 | 19,059 | 41,121 | 37,351 |
| Operating loss | (1,512) | (2,768) | (4,819) | (6,252) |
| Financial and other income, net | 571 | 806 | 1,103 | 1,036 |
| Loss before income tax expenses | (941) | (1,962) | (3,716) | (5,216) |
| Tax expenses | 592 | 455 | 1,150 | 887 |
| Net Loss | (1,533) | (2,417) | (4,866) | (6,103) |
| Basic net loss per share | \$ (0.04) | \$ (0.07) | \$ (0.14) | \$ (0.18) |
| Diluted net loss per share | \$ (0.04) | \$ (0.07) | \$ (0.14) | \$ (0.18) |
| Weighted average number of shares used in computing basic net loss per share | 34,213,724 | 33,655,940 | 34,099,428 | 33,606,236 |
| Weighted average number of shares used in computing diluted net loss per share | 34,213,724 | 33,655,940 | 34,099,428 | 33,606,236 |

TABLE - 2
ALLOT 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 | | Six Months Ended | |
|---|--------------------|-------------------|-------------------|-------------------|
| | June 30, | | June 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| | (Unaudited) | | (Unaudited) | |
| GAAP cost of revenues | \$ 8,301 | \$ 6,712 | \$ 15,594 | \$ 13,636 |
| Share-based compensation (1) | (61) | (90) | (121) | (170) |
| Amortization of intangible assets (2) | (232) | (232) | (464) | (465) |
| Non-GAAP cost of revenues | <u>\$ 8,008</u> | <u>\$ 6,390</u> | <u>\$ 15,009</u> | <u>\$ 13,001</u> |
| GAAP gross profit | \$ 18,253 | \$ 16,291 | \$ 36,302 | \$ 31,099 |
| Gross profit adjustments | 293 | 322 | 585 | 635 |
| Non-GAAP gross profit | <u>\$ 18,546</u> | <u>\$ 16,613</u> | <u>\$ 36,887</u> | <u>\$ 31,734</u> |
| GAAP operating expenses | \$ 19,765 | \$ 19,059 | \$ 41,121 | \$ 37,351 |
| Share-based compensation (1) | (782) | (630) | (1,467) | (1,254) |
| Amortization of intangible assets (2) | (189) | (175) | (377) | (350) |
| Income (Expenses) related to M&A activities (3) | 1,832 | (151) | 1,537 | (189) |
| Changes in tax related items (4) | - | (170) | - | (170) |
| Non-GAAP operating expenses | <u>\$ 20,626</u> | <u>\$ 17,933</u> | <u>\$ 40,814</u> | <u>\$ 35,388</u> |
| GAAP financial and other income | \$ 571 | \$ 806 | \$ 1,103 | \$ 1,036 |
| Exchange rate differences* | (31) | (292) | (33) | (142) |
| Non-GAAP Financial and other income | <u>\$ 540</u> | <u>\$ 514</u> | <u>\$ 1,070</u> | <u>\$ 894</u> |
| GAAP taxes on income | \$ 592 | \$ 455 | \$ 1,150 | \$ 887 |
| Tax expenses in respect of net deferred tax asset recorded | (17) | (19) | (33) | (38) |
| Non-GAAP taxes on income | <u>\$ 575</u> | <u>\$ 436</u> | <u>\$ 1,117</u> | <u>\$ 849</u> |
| GAAP Net Loss | \$ (1,533) | \$ (2,417) | \$ (4,866) | \$ (6,103) |
| Share-based compensation (1) | 843 | 720 | 1,588 | 1,424 |
| Amortization of intangible assets (2) | 421 | 407 | 841 | 815 |
| Expenses related to M&A activities (3) | (1,832) | (141) | (1,537) | 47 |
| Changes in tax related items (4) | - | 170 | - | 170 |
| Exchange rate differences | (31) | - | (33) | - |
| Tax expenses in respect of net deferred tax asset recorded | 17 | 19 | 33 | 38 |
| Non-GAAP Net Loss | <u>\$ (2,115)</u> | <u>\$ (1,242)</u> | <u>\$ (3,974)</u> | <u>\$ (3,609)</u> |
| GAAP Loss per share (diluted) | \$ (0.04) | \$ (0.07) | \$ (0.14) | \$ (0.18) |
| Share-based compensation | 0.02 | 0.02 | 0.05 | 0.04 |
| Amortization of intangible assets | 0.02 | 0.01 | 0.02 | 0.02 |
| Expenses related to M&A activities | (0.06) | (0.01) | (0.05) | 0.00 |
| Changes in taxes and headcount related items | - | 0.01 | - | 0.01 |
| Exchange rate differences | (0.00) | - | (0.00) | - |
| Tax expense in respect of net deferred tax asset recorded | 0.00 | 0.00 | 0.00 | - |
| Non-GAAP Net loss per share (diluted) | <u>\$ (0.06)</u> | <u>\$ (0.04)</u> | <u>\$ (0.12)</u> | <u>\$ (0.11)</u> |
| Weighted average number of shares used in computing GAAP diluted net loss per share | <u>34,213,724</u> | <u>33,655,940</u> | <u>34,099,428</u> | <u>33,606,236</u> |
| Weighted average number of shares used in computing non-GAAP diluted net loss per share | <u>34,213,724</u> | <u>33,655,940</u> | <u>34,099,428</u> | <u>33,606,236</u> |

* Financial income or expenses related to exchange rate differences in connection with revaluation of assets and liabilities in non-dollar denominated currencies.

TABLE - 2 cont.
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 June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-----------------|------------------------------|-----------------|
| | 2019 | 2018 | 2019 | 2018 |
| | (Unaudited) | | (Unaudited) | |
| (1) Share-based compensation: | | | | |
| Cost of revenues | \$ 61 | \$ 90 | \$ 121 | \$ 170 |
| Research and development costs, net | 214 | 171 | 383 | 326 |
| Sales and marketing | 327 | 215 | 610 | 437 |
| General and administrative | 241 | 244 | 474 | 491 |
| | <u>\$ 843</u> | <u>\$ 720</u> | <u>\$ 1,588</u> | <u>\$ 1,424</u> |
| (2) Amortization of intangible assets | | | | |
| Cost of revenues | \$ 232 | \$ 232 | \$ 464 | \$ 465 |
| Sales and marketing | 189 | 175 | 377 | 350 |
| | <u>\$ 421</u> | <u>\$ 407</u> | <u>\$ 841</u> | <u>\$ 815</u> |
| (3) Expenses related to M&A activities | | | | |
| General and administrative | \$ (1,947) | \$ - | \$ (1,947) | \$ 38 |
| Research and development costs, net | 115 | 151 | 410 | 151 |
| Financial income | - | (292) | - | (142) |
| | <u>\$ (1,832)</u> | <u>\$ (141)</u> | <u>\$ (1,537)</u> | <u>\$ 47</u> |
| (4) Changes in tax related items | | | | |
| Sales and marketing | - | 100 | - | 100 |
| General and administrative | - | 70 | - | 70 |
| | <u>\$ -</u> | <u>\$ 170</u> | <u>\$ -</u> | <u>\$ 170</u> |

TABLE - 3
ALLOT LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands)

| | June 30, | December 31, |
|---|--------------------|---------------------|
| | 2019 | 2018 |
| | (Unaudited) | (Audited) |
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 17,517 | \$ 16,336 |
| Short term deposits | 17,624 | 22,543 |
| Restricted deposit | 506 | 465 |
| Marketable securities | 65,681 | 64,290 |
| Trade receivables, net | 21,863 | 26,093 |
| Other receivables and prepaid expenses | 4,552 | 3,647 |
| Inventories | 10,687 | 11,345 |
| Total current assets | <u>138,430</u> | <u>144,719</u> |
| LONG-TERM ASSETS: | | |
| Restricted deposit | 257 | 257 |
| Severance pay fund | 357 | 345 |
| Operating lease right-of-use assets | 6,129 | - |
| Deferred taxes | 463 | 281 |
| Other assets | 877 | 600 |
| Total long-term assets | <u>8,083</u> | <u>1,483</u> |
| PROPERTY AND EQUIPMENT, NET | 7,385 | 6,249 |
| GOODWILL AND INTANGIBLE ASSETS, NET | <u>35,802</u> | <u>37,393</u> |
| Total assets | <u>\$ 189,700</u> | <u>\$ 189,844</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Trade payables | \$ 6,601 | \$ 7,813 |
| Deferred revenues | 15,271 | 13,855 |
| Short-term operating lease liabilities | 2,480 | - |
| Other payables and accrued expenses | 21,473 | 21,052 |
| Total current liabilities | <u>45,825</u> | <u>42,720</u> |
| LONG-TERM LIABILITIES: | | |
| Deferred revenues | 4,154 | 4,247 |
| Long-term operating lease liabilities | 4,031 | - |
| Accrued severance pay | 768 | 806 |
| Other long term liabilities | 590 | 6,168 |
| Total long-term liabilities | <u>9,543</u> | <u>11,221</u> |
| SHAREHOLDERS' EQUITY | <u>134,332</u> | <u>135,903</u> |
| Total liabilities and shareholders' equity | <u>\$ 189,700</u> | <u>\$ 189,844</u> |

TABLE - 4
ALLOT LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in thousands)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|-------------|------------------------------|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| <u>Cash flows from operating activities:</u> | | | | |
| Net Loss | \$ (1,533) | \$ (2,417) | \$ (4,866) | \$ (6,103) |
| Adjustments to reconcile net income to net cash used in operating activities: | | | | |
| Depreciation | 617 | 555 | 1,233 | 1,053 |
| Stock-based compensation related to options granted to employees | 843 | 720 | 1,588 | 1,424 |
| Amortization of intangible assets | 421 | 407 | 841 | 815 |
| Capital loss | - | 36 | - | 39 |
| Decrease (Increase) in accrued severance pay, net | 15 | (7) | (50) | 26 |
| Decrease (Increase) in other assets | (344) | (395) | (277) | 393 |
| Decrease in accrued interest and amortization of premium on marketable securities | 164 | 169 | 241 | 415 |
| Changes in operating leases, net | 588 | - | 382 | - |
| Decrease (Increase) in trade receivables | 6,823 | (2,635) | 4,230 | (1,889) |
| Decrease (Increase) in other receivables and prepaid expenses | 773 | 1,597 | (374) | (282) |
| Decrease (Increase) in inventories | 1,676 | 164 | (234) | (113) |
| Decrease (Increase) in long-term deferred taxes, net | (149) | 19 | (182) | 38 |
| Increase (Decrease) in trade payables | (3,769) | (113) | (1,212) | 489 |
| Increase (Decrease) in employees and payroll accruals | 517 | 214 | 1,540 | (285) |
| Increase in deferred revenues | 1,915 | 943 | 1,323 | 1,674 |
| Increase (Decrease) in other payables, accrued expenses and other long term liabilities | (7,923) | 2,920 | (6,030) | 3,405 |
| Net cash provided by (used in) operating activities | 634 | 2,177 | (1,847) | 1,099 |
| <u>Cash flows from investing activities:</u> | | | | |
| Decrease (Increase) in restricted deposit | 42 | (352) | (41) | (152) |
| Redemption of (investment in) short-term deposits | 933 | (4,000) | 4,919 | 10,100 |
| Purchase of property and equipment | (748) | (874) | (1,477) | (1,568) |
| Investment in marketable securities | (13,020) | (10,896) | (24,604) | (17,957) |
| Proceeds from redemption or sale of marketable securities | 12,190 | 11,422 | 23,569 | 16,413 |
| Acquisitions | - | - | - | (3,048) |
| Net cash provided by (used in) investing activities | (603) | (4,700) | 2,366 | 3,788 |
| <u>Cash flows from financing activities:</u> | | | | |
| Exercise of employee stock options | 56 | 59 | 662 | 142 |
| Net cash provided by financing activities | 56 | 59 | 662 | 142 |
| Increase (Decrease) in cash and cash equivalents | 87 | (2,464) | 1,181 | 5,029 |
| Cash and cash equivalents at the beginning of the period | 17,430 | 22,835 | 16,336 | 15,342 |
| Cash and cash equivalents at the end of the period | \$ 17,517 | \$ 20,371 | \$ 17,517 | \$ 20,371 |