# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

Allot Communications Ltd. (Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

M0854Q105 (CUSIP Number)

<u>December 31, 2010</u> (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)
- x Rule 13d-1(d)

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).

<sup>\*</sup> 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.

1		ICATION N	OS. OF ABOVE PERSON (ENTITIES ONLY):	
0			tal II Ltd. (" <u>TFVCII</u> ")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\Box$ (b) $x$			
3	SEC USE ONL	Y		
4	CITIZENSHIP	OR PLACE (	OF ORGANIZATION	
	Israel			
	1314C1	5	SOLE VOTING POWER	
NUMBER OF			804,842 shares, except that Tamir Fishman Ventures II LLC (" <u>GP</u> "), which holds management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVCII except to the extent of its pecuniary interest therein.	
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER  See response to row 5.	
			SOLE DISPOSITIVE POWER  804,842 shares, except that GP, which holds management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVCII except to the extent of its pecuniary interest therein.	
		8	SHARED DISPOSITIVE POWER	
			See response to row 7.	
9	AGGREGATE AMOUNT	Γ BENEFICI	ALLY OWNED BY EACH REPORTING PERSON	
	804,842 shares	,		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0			
11	PERCENT OF CLASS R	EPRESENTI	ED BY AMOUNT IN ROW 9	
	3.51%			
12	TYPE OF REPORTING	PERSON*		
	CO			

\*Based on 22,961,227 Ordinary Shares of the Issuer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.

Schedule 13G

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY):			
	Tamir Fishman	Ventures II (	Cayman Islands) LP (" <u>CAYMAN</u> ")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)  (b) x			
3	SEC USE ONLY			
4	CITIZENSHIP	OR PLACE (	OF ORGANIZATION	
	Cayman Islands	3		
		5	SOLE VOTING POWER	
	NUMBER OF		138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMAN except to the extent of its pecuniary interest therein.	
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER  See response to row 5.	
EACH REPORTING PERSON WITH		7	SOLE DISPOSITIVE POWER  138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMAN except to the extent of its pecuniary interest therein.	
		8	SHARED DISPOSITIVE POWER  See response to row 7.	
9	AGGREGATE AMOUN	T BENEFICI	ALLY OWNED BY EACH REPORTING PERSON	
	138,310 shares			
10		GATE AMC	OUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0	
10	CHECK II THE FIGGRE	10111111110	ON IN NOW (5) ENGLODES CERTAIN STANCES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  0.6%			
12	TYPE OF REPORTING	PERSON*		
	PN			
*Basec	l on 22,961,227 Ordinary Sha	ares of the Iss	uer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.	

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			•
1	NAME OF REI		ERSON: OS. OF ABOVE PERSON (ENTITIES ONLY):
	Tamir Fishman	Ventures II I	LP (" <u>TFVII</u> ")
2			TE BOX IF A MEMBER OF A GROUP*  (a)  (b) X
3	SEC USE ONL	Y	
4	CITIZENSHIP	OR PLACE	OF ORGANIZATION
	Delaware		
	Belaware	5	SOLE VOTING POWER
	NUMBER OF		1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVII except to the extent of its pecuniary interest therein.
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER  See response to row 5.
	EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER  1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVII except to the extent of its pecuniary interest therein.
		8	SHARED DISPOSITIVE POWER
9	ACCDECATE AMOUN	T DENEEICI	See response to row 7.  IALLY OWNED BY EACH REPORTING PERSON
3	1,165,014 shares	1 DLIVEI IO	THEI OWINED DI ENGINEI OKTING I EKOON
10		EGATE AMO	DUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  5.1%		
12	TYPE OF REPORTING	PERSON*	
	PN		
*Based	l on 22,961,227 Ordinary Sha	ares of the Iss	suer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY):  Tamir Fishman Ventures II CEO Fund LP ("CEO")			
2				
2	CHECK THE A	APPROPRIAT	TE BOX IF A MEMBER OF A GROUP* (a) $\Box$ (b) $x$	
3	SEC USE ONL	Y		
4	CITIZENSHIP	OR PLACE (	OF ORGANIZATION	
	Israel			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7	SOLE VOTING POWER  12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEO except to the extent of its pecuniary interest therein.  SHARED VOTING POWER  See response to row 5.  SOLE DISPOSITIVE POWER  12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEO except to the extent of its pecuniary interest therein.  SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUN	T BENEFICL	See response to row 7.  ALLY OWNED BY EACH REPORTING PERSON	
J	12,980 shares			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0			
11	PERCENT OF CLASS R	EPRESENTE	ED BY AMOUNT IN ROW 9	
	0.06%			
12	TYPE OF REPORTING	PERSON*		
	PN			

\*Based on 22,961,227 Ordinary Shares of the Issuer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.

Schedule 13G

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY):				
	Tamir Fishman	Ventures II C	CEO (US) Fund LP (" <u>CEOUS</u> ")		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)  (b) X				
3	SEC USE ONLY				
4	CITIZENSHIP	OR PLACE	OF ORGANIZATION		
	Delaware				
	Belaware	5	SOLE VOTING POWER		
NUMBER OF			54,543 shares, except that GP, the general partner of CEOUS may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEOUS except to the extent of its pecuniary interest therein.		
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER  See response to row 5.		
EACH REPORTING PERSON WITH		7	SOLE DISPOSITIVE POWER  54,543 shares, except that GP, the general partner of CEOUS, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CEOUS except to the extent of its pecuniary interest therein.		
		8	SHARED DISPOSITIVE POWER  See response to row 7.		
9	AGGREGATE AMOUN	T BENEFICI	ALLY OWNED BY EACH REPORTING PERSON		
	54.540				
10	54,543 shares  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0				
	CHECK IF THE AGGREGATE AMOUNT IN ROW (5) EXCLUDES CERTAIN SHARES 0				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  0.24%				
12	TYPE OF REPORTING	PERSON*			
	PN				
*Based	l on 22,961,227 Ordinary Sha	ares of the Iss	uer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.		

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1	NAME OF REI	PORTING PE			
1		PORTING PE	TRON		
	I D C IDENTII				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY):				
	Tamir Fishman Ventures II (Israel) LP ("ISRAEL")				
2	CHECK THE A	APPROPRIA	TE BOX IF A MEMBER OF A GROUP* (a) □		
			(b) X		
3	CEC LICE ONL	X7			
3	SEC USE ONL	Y			
4	CITIZENSHIP	OR PLACE	OF ORGANIZATION		
	Israel				
		5	SOLE VOTING POWER		
			155 004 shares are share CD shares are all some of ICD AFI are also be desired to be a substitute of the control of the contro		
			155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by ISRAEL except to the extent of its		
	NUMBER OF		pecuniary interest therein.		
	SHARES	6	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY		See response to row 5.		
	EACH	7	SOLE DISPOSITIVE POWER		
REPORTING					
	PERSON WITH		155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by ISRAEL except to the extent of its		
	***************************************		pecuniary interest therein.		
		8	SHARED DISPOSITIVE POWER		
			See response to row 7.		
9	AGGREGATE AMOUN	T BENEFICI	ALLY OWNED BY EACH REPORTING PERSON		
10		155,904 shares			
10	10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0				
11	PERCENT OF CLASS R	EPRESENT	ED BY AMOUNT IN ROW 9		
	0.68%				
12	TYPE OF REPORTING	PERSON*			
	DNI				
*Dacad	on 22 061 227 Ordinary Sha	ros of the Iss	suer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.		

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owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole provide these shares. & #160;GP disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Sole DISPOSITIVE POWER  2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII, may be deemed to have sole provided by TFVCII.					
LR.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY):  Tamir Fishman Ventures II LLC ("GP")  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (b) X   SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  5					
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) (b) x  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  5 SOLE VOTING POWER  2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly comed by TSPAMEN CEO, CEOUS, ISRAEL and Holder management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole prove these shares. & #160;CP disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  5 SHARED VOTING POWER  6 SHARED VOTING POWER  6 SHARED VOTING POWER  5 See response to row 5.  Sole DISPOSITIVE POWER  2,357,843 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVCII, 12,980 shares are directly cEO, 54,543 shares are directly owned by TFVCII, 12,980 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVCII, 12,980 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVCII, 12,980 shares are directly cEO, 54,543 shares are directly owned by TFVCII, may be deemed to have sole proved these shares. & #160;0P disclaims beneficial ownership of the shares held by CAYMAN, 1,165,014 shares are directly owned by TFVCII, may be deemed to have sole proved these shares. & #160;0P disclaims beneficial ownership of the shares held by CAYMAN, 1,165,014 shares are directly owned by TFVCII, may be deemed to have sole proved by TFVCII, may be deemed to have sole proved by TFVCII except to the extent of its pecuniary interest therein.  8 SHARED DISPOSITIVE POWER  See response to row 7.  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares	1				
3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  5 SOLE VOTING POWER  2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are owned by CEO, 54,543 shares are directly owned by TFVCII, 12,980 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole protein the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  6 SHARED VOTING POWER  See response to row 5.  SOLE DISPOSITIVE POWER  2,357,843 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  SOLE DISPOSITIVE POWER  2,357,843 shares are directly owned by TFVCII, may be deemed to have sole protein the shares held by CAYMAN, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole protein the shares in the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  8 SHARED DISPOSITIVE POWER  8 SHARED DISPOSITIVE POWER  See response to row 7.  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares		Tamir Fishman Ve	ntures II LLC (" <u>GP</u> ")		
4 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5 SOLE VOTING POWER  2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole per vote these shares. & #160;0F disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  6 SHARED VOTING POWER  BENEFICIALLY OWNED BY EACH REPORTING PERSON  WITH  5 SOLE DISPOSITIVE POWER  7 SOLE DISPOSITIVE POWER  2,357,843 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVCII, 12,980 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole per vote these shares. & #160;07 disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  8 SHARED DISPOSITIVE POWER  See response to row 7.  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares	2	CHECK THE API	• •		
Delaware    SOLE VOTING POWER	3	SEC USE ONLY			
5 SOLE VOTING POWER  2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole prove these shares. & #160;GP disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  6 SHARED VOTING POWER  6 SHARED VOTING POWER  8 EACH REPORTING PERSON WITH  7 SOLE DISPOSITIVE POWER  2,357,843 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly cowned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole proven these shares. & #160;GP disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  8 SHARED DISPOSITIVE POWER  See response to row 7.  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares	4	CITIZENSHIP OF	PLACE OF ORGANIZATION		
2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by TSRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole puter these shares. & #160;GP disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS and ISRAEL and FVCII except to the extent of its pecuniary interest therein.  8 HARED VOTING POWER  8 ENERICIALLY OWNED BY EACH REPORTING PERSON WITH  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares  2,357,843 shares  2,357,843 shares  2,357,843 shares  2,357,843 shares  2,357,843 shares are directly owned by TFVCII, 138,310 shares are owned by CAYMAN, 1,165,014 shares are directly owned by TFVCII, 12,980 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holde management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole put the season of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  8 SHARED DISPOSITIVE POWER  See response to row 7.  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares		Delaware			
ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holded management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power these shares. & #160;GP disclaims beneficial ownership of the shares held by CAYMAN, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  8 SHARED DISPOSITIVE POWER  See response to row 7.  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares	E	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. & #160;GP disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  6 SHARED VOTING POWER  See response to row 5.  7 SOLE DISPOSITIVE POWER  2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by		
See response to row 7.  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,357,843 shares	WIIH		CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. & #160;GP disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.		
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,357,843 shares					
2,357,843 shares	0   1	CODECATE ANACUME	1		
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0					
	10 CI				
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			RESENTED BY AMOUNT IN ROW 9		
10.27%  12 TYPE OF REPORTING PERSON*			RSON*		
IN					
*Based on 22,961,227 Ordinary Shares of the Issuer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.	*Based on 22	2,961,227 Ordinary Shares	of the Issuer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.		

\*\*Includes options to purchase 26,250 Ordinary Shares of the Issuer held by Shai Saul, general partner of GP.

Schedule 13G

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1	NAME OF REPOR I.R.S. IDENTIFIC. Shai Saul (" <u>SAUL</u> "	ATION NO	RSON: OS. OF ABOVE PERSON (ENTITIES ONLY):	
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)  (b) x		
3	SEC USE ONLY	SEC USE ONLY		
4	CITIZENSHIP OR	R PLACE (	OF ORGANIZATION	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 7	2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. SAUL, general partner of GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights ov er the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. SAUL disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  SHARED VOTING POWER  See response to row 5.  SOLE DISPOSITIVE POWER  2,357,843 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. SAUL, general partner of GP, the general partner of CAYMAN, TFVII, CEO, CEOUS and ISRAEL and holder of management rights ov er the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. SAUL disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.  SHARED DISPOSITIVE POWER  See response to row 7.	
9	2,357,843 shares**	GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ,357,843 shares**		
10	CHECK IF THE AGGREGA	ATE AMO	UNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0	
11	PERCENT OF CLASS REP 10.27%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  10.27%		
12	TYPE OF REPORTING PERSON*  OO			
*Based	on 22,961,227 Ordinary Shares	of the Issu	uer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011.	

\*\*Includes options to purchase 26,250 Ordinary Shares of the Issuer held by SAUL.

Schedule 13G

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### Item 1.

(a) Name of Issuer:

Allot Communications, Ltd. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices: 5 Hanagar street, Industrial Zone B Hod Hasharon L3, 45800 Israel

# Item 2.

- (a) Name of Person Filing:
- (1) Tamir Fishman Ventures II LLC ("GP"); and
- (2) Tamir Fishman Venture Capital II Ltd. ("TFVCII"); and
- (3) Tamir Fishman Ventures II (Cayman Islands) LP ("CAYMAN"); and
- (4) Tamir Fishman Ventures II LP ("TFVII"); and
- (5) Tamir Fishman Ventures II CEO Fund LP ("CEO"); and
- (6) Tamir Fishman Ventures II CEO (US) Fund LP ("CEOUS"); and
- (7) Tamir Fishman Ventures II (Israel) LP ("ISRAEL")
- (8) Shai Saul ("SAUL")

The entities and persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is: 21 Ha'Arbaa St., Tel Aviv 64739, Israel

(c) Citizenship:

TFVII and CEOUS are limited partnerships organized under the laws of the State of Delaware. CEO and ISRAEL are limited partnerships organized under the laws of the State of Israel. TFVCII is a company organized under the laws of the State of Israel. GP is a limited liability company organized under the laws of the State of Delaware. CAYMAN is a limited partnership organized under the laws of the Cayman Islands. SAUL is an citizen of the State of Israel.

- (d) Title of Class of Securities: Ordinary Shares
- (e) CUSIP Number: M0854Q105

# 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: Not Applicable

- (a) o Broker or dealer registered under section 15 of the Act
- (b) o Bank as defined in section 3(a)(6) of the Act
- (c) o Insurance company as defined in section 3(a)(19) of the Act
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940
- (e) o An investment adviser in accordance with §240.13d-1(b)(1(ii)(E)
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F)

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- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G)
- (h) o A savings association as defined in section 3(b) of the Federal Deposit Insurance Act
- (i) o 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
- (j) o 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:

See row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See row 11 of cover page for each Reporting Person. Percentages for all Reporting Persons are based on 22,961,227 Ordinary Shares of the Issuer outstanding as reported in Issuer's Form F-3/A filed on January 5, 2011, and assumes the exercise of options to purchase 26,250 Ordinary Shares held by Mr. Saul.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:

See row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See row 6 of cover page for each Reporting Person.

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

See row 7 of cover page for each Reporting Person.

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

See row 8 of cover page for each Reporting Person.

# 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 o. N/A

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

N/A

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Item 8.	Identification and Classification of Member	s of the Group	
	N/A		
Item 9.	<b>Notice of Dissolution of Group</b>		
	N/A		
Item 10.	Certification		
	N/A		

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SIGNATURE				
After reasonable inquiry and to the best of its knowledge and bel complete and correct. We also hereby agree to file this statement				
Date: February 14, 2011				
TAMIR FISHMAN VENTURES II LLC				
By: TAMIR FISHMAN VENTURES MANAGEMENT II LT	ΓD., its management company			
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory				
By: /s/ Ilan Yanushavski Ilan Yanushavski, Authorized Signatory				
TAMIR FISHMAN VENTURE CAPITAL II LTD.				
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory				
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory				
TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) LP				
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory				
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory				
TAMIR FISHMAN VENTURES II LP				
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory				
By: /s/ Ilan Yanushavski Ilan Yanushavski, Authorized Signatory				
TAMIR FISHMAN VENTURES II CEO FUND LP				

By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory

By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory

CUSIP No. M0854Q105	Schedule 13G	Page 14 of 16 Pages
TAMIR FISHMAN VENTURES II (ISRAEL) LP		
By: TAMIR FISHMAN VENTURES II LLC, its general I	partner	
By: TAMIR FISHMAN VENTURES MANAGEMENT I	I LTD., its management compan	y
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory		
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory		
TAMIR FISHMAN VENTURES II CEO (US) FUND LP		
By: TAMIR FISHMAN VENTURES II LLC, its general I	partner	
By: TAMIR FISHMAN VENTURES MANAGEMENT I	I LTD., its management compan	y
By: /s/ Eldad Tamir Eldad Tamir, Authorized Signatory		
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory		
By: <u>/s/ Shai Saul</u> SHAI SAUL		

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		EXHIBIT
	AGREEMENT	
Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act required by Schedule 13G need be filed with respect to the owne		
EXECUTED this 14th day of February, 2011.		
TAMIR FISHMAN VENTURES II LLC		
By: TAMIR FISHMAN VENTURES MANAGEMENT II L	ΓD., its management company	
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory		
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory		
TAMIR FISHMAN VENTURE CAPITAL II LTD.		
By: TAMIR FISHMAN VENTURES II LLC, its management	nt company	
By: TAMIR FISHMAN VENTURES MANAGEMENT II L	ΓD., its management company	
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory		
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory		

# TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Eldad Tamir
 Eldad Tamir, Authorized Signatory

By: /s/ Ilan Yanushavski
 Ilan Yanushavski, Authorized Signatory

# TAMIR FISHMAN VENTURES II LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Eldad Tamir
 Eldad Tamir, Authorized Signatory

By: /s/ Ilan Yanushavski
 Ilan Yanushavski, Authorized Signatory

CUSIP No. M0854Q105	Schedule 13G	
IAMIR FISHMAN VENTURES II CEO FUND LP		
By: TAMIR FISHMAN VENTURES II LLC, its general p	oartner	
By: TAMIR FISHMAN VENTURES MANAGEMENT II	I LTD., its management compar	ıy
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory		
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory		
TAMIR FISHMAN VENTURES II (ISRAEL) LP		
By: TAMIR FISHMAN VENTURES II LLC, its general I	partner	
By: TAMIR FISHMAN VENTURES MANAGEMENT II	I LTD., its management compar	ıy
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory		
By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory		
TAMIR FISHMAN VENTURES II CEO (US) FUND LP		
By: TAMIR FISHMAN VENTURES II LLC, its general I	partner	
By: TAMIR FISHMAN VENTURES MANAGEMENT II	LTD., its management compar	ıy
By: <u>/s/ Eldad Tamir</u> Eldad Tamir, Authorized Signatory		

By: <u>/s/ Ilan Yanushavski</u> Ilan Yanushavski, Authorized Signatory

By: <u>/s/ Shai Saul</u> SHAI SAUL Page 16 of 16 Pages