
**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 2020

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 November 4th, 2020, Allot Ltd. issued a press release announcing the Third Quarter 2020 Financial Results.

A copy of the press release entitled “Allot Announces Third Quarter 2020 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/ Ziv Leitman
Ziv Leitman
Chief Financial Officer

Date: November 4th, 2020

EXHIBIT INDEX

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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Allot Announces Third Quarter 2020 Financial Results



Allot Announces Third Quarter 2020 Financial Results

Q3 2020 revenue grew by 26% year-over-year

Reconfirms 2020 revenue guidance between \$135-140 million

Hod Hasharon, Israel – November 4, 2020 - Allot Ltd. (NASDAQ: ALLT, TASE: ALLT), a leading global provider of innovative network intelligence and security solutions for communication service providers and enterprises worldwide, today announced its unaudited third quarter 2020 financial results.

Highlights of the third quarter

- Third quarter revenues were \$34.8 million, up 26% year-over-year;
- Non-GAAP operating loss reduced to \$1.0 million compared with operating loss of \$2.2 million in the third quarter of last year; GAAP operating loss of \$2.5 million compared with \$2.2 million in the third quarter of last year;
- Non-GAAP net loss reduced to \$1.2 million compared with non-GAAP net loss of \$1.9 million in the third quarter of last year; GAAP net loss of \$2.4 million compared with \$2.1 million in the third quarter of last year;

Financial Outlook

- Management reiterates its prior-issued guidance, with expectations for full year 2020 revenues to be between \$135 - \$140 million, representing accelerated double-digit growth over those of 2019.
- Management continues to expect to be profitable in the fourth quarter this year;
- Management continues to expect to close additional Recurring Security Revenue deals in 2020 and reiterates that the MAR* (maximum annual revenue potential of concluded transactions) of new deals expected to be signed in 2020 should exceed \$140 million.

Management Comment

Erez Antebi, President & CEO of Allot, commented: “We are very happy with the strong continued growth and solid performance we have shown throughout 2020. While the challenging business environment caused by COVID-19 continues to result in some delays in signing new contracts, we expect our revenues to continue to grow in the fourth quarter as well. In addition, we are very encouraged by the growing number of operators who see the need to provide consumers and SMBs with the zero touch clientless security solutions that Allot offers.”

Third quarter 2020 Financial Results Summary

Total revenues for the third quarter of 2020 were \$34.8 million, an increase of 26% compared to \$27.6 million in the third quarter of 2019.

Gross profit on a GAAP basis for the third quarter of 2020 was \$23.7 million (gross margin of 68.3%), compared with \$19.2 million (gross margin of 69.4%) in the third quarter of 2019, representing a 24% improvement.

Gross profit on a non-GAAP basis for the third quarter of 2020 was \$24.0 million (gross margin of 69.0%), a 24% improvement compared with \$19.4 million (gross margin of 70.2%) in the third quarter of 2019.

Net loss on a GAAP basis for the third quarter of 2020 was \$2.4 million, or \$0.07 per basic share, compared with a net loss of \$2.1 million, or \$0.06 per basic share, in the third quarter of 2019.

Non-GAAP net loss for the third quarter of 2020 was \$1.2 million, or \$0.03 per basic share, compared with a non-GAAP net loss of \$1.9 million, or \$0.05 per basic share, in the third quarter of 2019.

Cash and investments as of September 30, 2020 totaled \$107.2 million, compared with \$109.2 million, as of June 30, 2020.

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Conference Call & Webcast

The Allot management team will host a conference call to discuss third quarter 2020 earnings results today, November 4, 2020 at 8:30 am ET, 3:30 pm Israel time. To access the conference call, please dial one of the following numbers:

US: 1-888-642-5032, UK: 0-800-917-5108, Israel: +972-3-918-0609

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>

Additional Resources

Allot Blog: <https://www.allot.com/blog>

Follow us on Twitter: [@allot_ltd](https://twitter.com/allot_ltd)

Follow us on LinkedIn: <https://www.linkedin.com/company/allot-communications>

About Allot

Allot Ltd. (NASDAQ: ALLT, TASE: ALLT) is a provider of leading innovative network intelligence and security solutions for service providers and enterprises 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 20 million subscribers globally.

Allot. See. Control. Secure.

For more information, visit www.allot.com

**MAR (maximum annual revenue potential of concluded transactions) was estimated by Allot upon transaction signature and constitutes an approximation of the theoretical annual revenues Allot would receive if 100% of the customer's subscribers, as estimated by Allot, signed up for the service.*

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, tax related items, 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: those related to the COVID-19 pandemic, 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		Nine Months Ended	
	September 30,		September 30,	
	2020	2019	2020	2019
	<u>(Unaudited)</u>	<u>(Unaudited)</u>	<u>(Unaudited)</u>	<u>(Unaudited)</u>
Revenues	\$ 34,752	\$ 27,637	\$ 96,831	\$ 79,533
Cost of revenues	11,007	8,456	28,455	24,050
Gross profit	<u>23,745</u>	<u>19,181</u>	<u>68,376</u>	<u>55,483</u>
Operating expenses:				
Research and development costs, net	11,741	8,091	30,836	22,898
Sales and marketing	11,439	12,233	34,741	34,919
General and administrative	3,076	1,096	10,671	4,724
Total operating expenses	<u>26,256</u>	<u>21,420</u>	<u>76,248</u>	<u>62,541</u>
Operating loss	(2,511)	(2,239)	(7,872)	(7,058)
Financial and other income, net	646	257	1,514	1,360
Loss before income tax expenses	<u>(1,865)</u>	<u>(1,982)</u>	<u>(6,358)</u>	<u>(5,698)</u>
Tax expenses	528	129	1,309	1,279
Net Loss	<u>(2,393)</u>	<u>(2,111)</u>	<u>(7,667)</u>	<u>(6,977)</u>
Basic net loss per share	<u>\$ (0.07)</u>	<u>\$ (0.06)</u>	<u>\$ (0.22)</u>	<u>\$ (0.20)</u>
Diluted net loss per share	<u>\$ (0.07)</u>	<u>\$ (0.06)</u>	<u>\$ (0.22)</u>	<u>\$ (0.20)</u>
Weighted average number of shares used in computing basic net loss per share	<u>35,163,221</u>	<u>34,348,200</u>	<u>34,903,109</u>	<u>34,183,272</u>
Weighted average number of shares used in computing diluted net loss per share	<u>35,163,221</u>	<u>34,348,200</u>	<u>34,903,109</u>	<u>34,183,272</u>

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		Nine Months Ended	
	September 30,		September 30,	
	2020	2019	2020	2019
	(Unaudited)		(Unaudited)	
GAAP cost of revenues	\$ 11,007	\$ 8,456	\$ 28,455	\$ 24,050
Share-based compensation (1)	(89)	(67)	(242)	(188)
Amortization of intangible assets (2)	(152)	(237)	(456)	(701)
Changes in taxes and headcount related items (4)	-	75	-	75
Non-GAAP cost of revenues	<u>\$ 10,766</u>	<u>\$ 8,227</u>	<u>\$ 27,757</u>	<u>\$ 23,236</u>
GAAP gross profit	\$ 23,745	\$ 19,181	\$ 68,376	\$ 55,483
Gross profit adjustments	241	229	698	814
Non-GAAP gross profit	<u>\$ 23,986</u>	<u>\$ 19,410</u>	<u>\$ 69,074</u>	<u>\$ 56,297</u>
GAAP operating expenses	\$ 26,256	\$ 21,420	\$ 76,248	\$ 62,541
Share-based compensation (1)	(1,177)	(747)	(3,180)	(2,214)
Amortization of intangible assets (2)	-	(188)	-	(565)
Income (Expenses) related to M&A activities (3)	(48)	1,198	(82)	2,735
Changes in taxes and headcount related items (4)	-	(31)	-	(31)
Non-GAAP operating expenses	<u>\$ 25,031</u>	<u>\$ 21,652</u>	<u>\$ 72,986</u>	<u>\$ 62,466</u>
GAAP financial and other income	\$ 646	\$ 257	\$ 1,514	\$ 1,360
Exchange rate differences*	(370)	235	(468)	202
Non-GAAP Financial and other income	<u>\$ 276</u>	<u>\$ 492</u>	<u>\$ 1,046</u>	<u>\$ 1,562</u>
GAAP taxes on income	\$ 528	\$ 129	\$ 1,309	\$ 1,279
Tax expenses in respect of net deferred tax asset recorded	(112)	(16)	(187)	(49)
Non-GAAP taxes on income	<u>\$ 416</u>	<u>\$ 113</u>	<u>\$ 1,122</u>	<u>\$ 1,230</u>
GAAP Net Loss	\$ (2,393)	\$ (2,111)	\$ (7,667)	\$ (6,977)
Share-based compensation (1)	1,266	814	3,422	2,402
Amortization of intangible assets (2)	152	425	456	1,266
Expenses (Income) related to M&A activities (3)	48	(1,198)	82	(2,735)
Changes in taxes and headcount related items (4)	-	(44)	-	(44)
Exchange rate differences*	(370)	235	(468)	202
Tax expenses in respect of net deferred tax asset recorded	112	16	187	49
Non-GAAP Net Loss	<u>\$ (1,185)</u>	<u>\$ (1,863)</u>	<u>\$ (3,988)</u>	<u>\$ (5,837)</u>
GAAP Loss per share (diluted)	\$ (0.07)	\$ (0.06)	\$ (0.22)	\$ (0.20)
Share-based compensation	0.04	0.02	0.10	0.07
Amortization of intangible assets	0.00	0.01	0.01	0.03
Expenses (Income) related to M&A activities	0.01	(0.03)	0.01	(0.08)
Exchange rate differences*	(0.01)	0.01	(0.01)	0.01
Non-GAAP Net loss per share (diluted)	<u>\$ (0.03)</u>	<u>\$ (0.05)</u>	<u>\$ (0.11)</u>	<u>\$ (0.17)</u>
Weighted average number of shares used in computing GAAP diluted net loss per share	<u>35,163,221</u>	<u>34,348,200</u>	<u>34,903,109</u>	<u>34,183,272</u>
Weighted average number of shares used in computing non-GAAP diluted net loss per share	<u>35,163,221</u>	<u>34,348,200</u>	<u>34,903,109</u>	<u>34,183,272</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 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		Nine Months Ended	
	September 30,		September 30,	
	2020	2019	2020	2019
	(Unaudited)		(Unaudited)	
(1) Share-based compensation:				
Cost of revenues	\$ 89	\$ 67	\$ 242	\$ 188
Research and development costs, net	353	234	956	617
Sales and marketing	551	297	1,462	907
General and administrative	273	216	762	690
	<u>\$ 1,266</u>	<u>\$ 814</u>	<u>\$ 3,422</u>	<u>\$ 2,402</u>
(2) Amortization of intangible assets				
Cost of revenues	\$ 152	\$ 237	\$ 456	\$ 701
Sales and marketing	-	188	-	565
	<u>\$ 152</u>	<u>\$ 425</u>	<u>\$ 456</u>	<u>\$ 1,266</u>
(3) Expenses (Income) related to M&A activities				
General and administrative	\$ -	\$ (1,561)	\$ -	\$ (3,508)
Research and development costs, net	48	363	82	773
	<u>\$ 48</u>	<u>\$ (1,198)</u>	<u>\$ 82</u>	<u>\$ (2,735)</u>
(4) Changes in taxes and headcount related items				
Sales and marketing	\$ -	\$ 16	\$ -	\$ 16
Cost of revenues	-	(75)	-	(75)
General and administrative	-	15	-	15
	<u>\$ -</u>	<u>\$ (44)</u>	<u>\$ -</u>	<u>\$ (44)</u>

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

	September 30,	December 31,
	2020	2019
	(Unaudited)	(Audited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 18,191	\$ 16,930
Short-term bank deposits	55,376	5,557
Restricted deposit	1,279	23,183
Available-for-sale marketable securities	31,912	61,012
Trade receivables, net	18,945	29,008
Other receivables and prepaid expenses	7,237	6,528
Inventories	15,536	10,668
Total current assets	<u>148,476</u>	<u>152,886</u>
LONG-TERM ASSETS:		
Restricted deposit	440	10,913
Severance pay fund	403	387
Operating lease right-of-use assets	5,173	6,368
Deferred taxes	345	517
Other assets	659	926
Total long-term assets	<u>7,020</u>	<u>19,111</u>
PROPERTY AND EQUIPMENT, NET	<u>11,019</u>	<u>8,135</u>
GOODWILL AND INTANGIBLE ASSETS, NET	<u>34,580</u>	<u>35,037</u>
Total assets	<u>\$ 201,095</u>	<u>\$ 215,169</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 10,899	\$ 11,676
Deferred revenues	22,833	36,360
Short-term operating lease liabilities	3,168	3,151
Other payables and accrued expenses	22,917	22,255
Total current liabilities	<u>59,817</u>	<u>73,442</u>
LONG-TERM LIABILITIES:		
Deferred revenues	9,392	5,262
Long-term operating lease liabilities	1,997	3,820
Accrued severance pay	846	794
Total long-term liabilities	<u>12,235</u>	<u>9,876</u>
SHAREHOLDERS' EQUITY	<u>129,043</u>	<u>131,851</u>
Total liabilities and shareholders' equity	<u>\$ 201,095</u>	<u>\$ 215,169</u>

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

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2020	2019	2020	2019
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Cash flows from operating activities:				
Net Loss	\$ (2,393)	\$ (2,111)	\$ (7,667)	\$ (6,977)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Depreciation	978	682	2,663	1,915
Stock-based compensation related to options granted to employees	1,266	814	3,422	2,402
Amortization of intangible assets	152	425	456	1,266
Increase (Decrease) in accrued severance pay, net	36	17	36	(33)
Decrease (Increase) in other assets	108	111	267	(166)
Decrease in accrued interest and amortization of premium on marketable securities	118	95	346	336
Changes in operating leases, net	(444)	(235)	(611)	147
Decrease in trade receivables	2,579	889	10,063	5,119
Increase in other receivables and prepaid expenses	(227)	(315)	(1,146)	(689)
Decrease (Increase) in inventories	1,730	1,483	(4,868)	1,249
Decrease (Increase) in long-term deferred taxes, net	68	(87)	172	(269)
Increase (Decrease) in trade payables	3,423	686	(777)	(526)
Increase (Decrease) in employees and payroll accruals	(47)	(953)	(348)	587
Increase (Decrease) in deferred revenues	(7,940)	16,437	(9,397)	17,760
Increase (Decrease) in other payables, accrued expenses and other long term liabilities	453	(3,474)	970	(9,504)
Net cash provided by (used in) operating activities	<u>(140)</u>	<u>14,464</u>	<u>(6,419)</u>	<u>12,617</u>
Cash flows from investing activities:				
Decrease (Increase) in restricted deposit	21,875	(10,002)	32,377	(10,043)
Redemption of (Investment in) short-term deposits	(40,376)	9,067	(49,819)	13,986
Purchase of property and equipment	(1,851)	(1,313)	(5,547)	(2,790)
Investment in available-for sale marketable securities	-	(7,192)	(375)	(31,796)
Proceeds from redemption or sale of available-for sale marketable securities	7,918	8,813	29,364	32,382
Net cash provided by (used in) investing activities	<u>(12,434)</u>	<u>(627)</u>	<u>6,000</u>	<u>1,739</u>
Cash flows from financing activities:				
Exercise of employee stock options	223	111	1,680	773
Net cash provided by financing activities	<u>223</u>	<u>111</u>	<u>1,680</u>	<u>773</u>
Increase (Decrease) in cash and cash equivalents	(12,351)	13,948	1,261	15,129
Cash and cash equivalents at the beginning of the period	<u>30,542</u>	<u>17,517</u>	<u>16,930</u>	<u>16,336</u>
Cash and cash equivalents at the end of the period	<u>\$ 18,191</u>	<u>\$ 31,465</u>	<u>\$ 18,191</u>	<u>\$ 31,465</u>