
**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 July 2012
Commission File Number: 001-33129

Allot Communications 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 July 31, 2012, Allot Communications Ltd. issued press releases announcing the signing of a definitive agreement to acquire Oversi Networks Ltd. and the quarterly results for the second quarter of 2012.

A copy of the press release entitled "Allot Communications to Acquire Oversi Networks" is attached to this Form 6-K as Exhibit 99.1. A copy of the press release entitled "Allot Communications Reports 43% Revenue Rise for Second Quarter of 2012" is attached to this Form 6-K as Exhibit 99.2.

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 Communications Ltd.

By: /s/ Donna Rahav
Donna Rahav
Deputy General Counsel

Date: July 31, 2012

EXHIBIT INDEX

The following exhibits have been filed as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release Announcing Acquisition of Oversi Networks Dated July 31, 2012
99.2	Press Release Announcing Financial Results Dated July 31, 2012



Allot Communications to Acquire Oversi Networks

Provides Allot with a leading video caching service offering

Hod Hasharon, Israel, July 31, 2012 - Allot Communications Ltd. (NASDAQ: ALLT), a leading provider of service optimization and revenue generation solutions for fixed and mobile data networks worldwide, today announced that it has signed a definitive agreement to acquire Oversi Networks, a leading global provider of rich-media caching and content delivery solutions for Internet video and peer-to-peer (P2P) traffic.

This transaction is another milestone in Allot's vision of further enhancing its industry-leading Allot Service Gateway by offering a comprehensive video solution, which now includes both video optimization and caching. The incorporation of Oversi's technology with Allot's Service Gateway will allow fixed and mobile service providers to effectively manage the ever-increasing volume of video traffic on their networks. Allot's fixed line customers report that video traffic currently uses over 50% of bandwidth and is rapidly increasing. On the wireless side, according to Allot's latest Global MobileTrends report, video now represents 42% of mobile data traffic worldwide.

Oversi's innovative caching and acceleration solutions help both fixed and mobile service providers to relieve the heavy network congestion associated with Internet video traffic. Its technology identifies popular content and caches it at the edge of the network, therefore achieving significant bandwidth saving and minimizing long delays in Video delivery. The end result is a dramatic improvement in the subscribers' quality of experience (QoE) for video applications. By assuring quality of experience, Oversi's solutions enable service providers to offer tiered services at different price levels, increasing average revenues per user (ARPU). Its solution has been widely deployed at several large and medium service providers to date.

"The acquisition of Oversi is another step in realizing our Service Gateway vision," commented Rami Hadar, Allot's President and CEO. "By adding video caching, Allot now offers its customers a comprehensive video solution that includes the critical caching and optimization services required to manage the ever-increasing volume of over-the-top video on the Internet. Over the past year, we have seen an increase in customer interest in video caching solutions, which made clear to us the critical need for Allot to own a leading solution in this growing market instead of reselling a third-party offering. With our shared vision of enabling service providers to monetize video traffic, we are excited about incorporating another excellent team and product offering into Allot."

"By joining Allot, we will now be able to further our joint market vision more effectively," commented Oversi's CEO, David Tolub. "While we have seen growing traction for our leading edge caching solutions, we believe that integrating our solution into the Allot Service Gateway will accelerate our market penetration by offering a more robust video solution. We are excited about joining the Allot team."



Under the terms of the acquisition, Allot will be paying \$16 million in cash, as well as up to \$5 million based on Oversi's performance during 2012. The acquisition is subject to the satisfaction of certain closing conditions, and is expected to close during the third quarter of 2012. On a non-GAAP basis, management currently anticipates the following:

- Oversi will contribute approximately \$2.0 million in revenues per quarter.
- Gross margins for the Oversi offering should be within Allot's current gross margin range.
- Operating expenses will increase by approximately \$2.0 million per quarter, which will impact earnings per share by approximately \$0.02 per share in the 4th quarter.
- The offering should reach break-even by the first quarter of 2013.

Non-GAAP financial measures exclude stock-based compensation expenses and amortization of acquired intangible assets, and add back the fair value of acquired deferred revenue written-off for GAAP purposes as part of purchase accounting.

About Allot

Allot Communications Ltd. (NASDAQ: ALLT) is a leading provider of intelligent data traffic optimization and monetization solutions for fixed and mobile broadband operators and large enterprises worldwide. Allot's scalable, carrier-grade solutions provide the visibility, topology awareness, security, application control and subscriber management that are vital to managing fixed and mobile data, enhancing user experience, containing operating costs, and enabling service providers to generate revenues from their broadband networks. The company offers the broadest portfolio of value-added services, including a comprehensive and unique video optimization and caching suite. Allot's rich portfolio of solutions leverages dynamic actionable recognition technology (DART) to transform broadband pipes into smart networks that can rapidly and efficiently deploy value added Internet services. For more information, please visit <http://www.allot.com>.

Safe Harbor Statement

Information provided in this press release may contain statements relating to current expectations, estimates, forecasts and projections about future events that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally relate to the company's plans, objectives and expectations for future operations, including without limitation the company's integration vision and expected revenues and operating expenses in connection with the acquisition described in this press release. These forward-looking statements are based upon management's current estimates and projections of future results or trends. Actual future results may differ materially from those projected as a result of certain risks and uncertainties. These factors include, but are not limited to: the integration of Oversi Networks technology, business, and operations with those of the company; increased demand for video optimization solutions in mobile networks; changes in general economic and business conditions and, specifically, a decline in demand for the company's products; the company's inability to develop and introduce new technologies, products and applications; loss of market; and other factors are discussed under the heading "Risk Factors" in the company's annual report on Form 20-F filed with the Securities and Exchange Commission. 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.

Investor Relations Contact:

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Allot Communications Reports 43% Revenue Rise for Second Quarter of 2012

--Revenues reach \$26.4 million; EPS was \$0.15 on a non-GAAP basis (\$0.08 on a GAAP basis)--

Key highlights:

- Second quarter revenues increased to \$26.4 million, a 43% increase over the second quarter of 2011 and 9% increase over the previous quarter

- Second quarter non-GAAP net profit reaches \$5.0 million, 83% increase over second quarter 2011; non-GAAP EPS of \$0.15, similar to first quarter level, despite dilutive effect from Ortiva acquisition in the quarter

- Cash, cash equivalents and marketable securities totaled \$159.8 million after acquisition closing; generated approximately \$4.8 million in cash from operations during the quarter

Hod Hasharon, Israel – July 31, 2012 – Allot Communications Ltd. (NASDAQ: ALLT), a leading supplier of service optimization and revenue generation solutions for fixed and mobile data worldwide, today announced continued growth in sales during the second quarter of 2012.

Total revenues for the second quarter of 2012 reached \$26.4 million, a 43% increase from the \$18.5 million of revenues reported for the second quarter of 2011, and a 9% increase from the \$24.2 million of revenues reported for the first quarter of 2012. On a GAAP basis, net profit for the second quarter of 2012 was \$2.7 million, or \$0.08 per basic and diluted share. This compares with net profit of \$1.6 million, or \$0.07 per basic share and \$0.06 per diluted share, in the second quarter of 2011, and net profit of \$3.2 million, or \$0.10 per basic and diluted share, in the first quarter of 2012.

On a non-GAAP basis, excluding the impact of share-based compensation, amortization of certain intangibles and certain one-time charges incurred related to M&A activities and compliance with regulatory matters, non-GAAP net profit for the second quarter of 2012 totaled \$5.0 million, or \$0.16 per basic share and \$0.15 per diluted share, compared with non-GAAP net profit of \$2.7 million, or \$0.11 per basic share and \$0.10 per diluted share, for the second quarter of 2011, and non-GAAP net profit \$5.0 million, or \$0.16 per basic share and \$0.15 per diluted share, for the first quarter of 2012. The results reflect added operating expenses from the Ortiva Wireless acquisition, which closed on May 15, 2012.

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 are provided in the accompanying Tables 2 and 3. The Company provides these non-GAAP financial measures because it believes that 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 that they are useful to investors in enhancing an understanding of the Company's operating performance.

"Allot continued to demonstrate sustained revenue growth during the quarter," commented Rami Hadar, Allot Communications' President and Chief Executive Officer. "The demand for network optimization and revenue generating solutions which we offer through our Service Gateway continues to increase as data traffic continues to grow throughout the world. With today's announcement regarding the acquisition of Oversi, we now offer the most comprehensive video solution in the industry."

Recently, the Company achieved the following significant goals:

- During the quarter, received large orders from 14 service providers, 6 of which represented new customers;
- 6 of the large orders came from mobile service providers, 2 of which were new customers
- Announced closing the acquisition of Ortiva Wireless on May 15, which provides Allot with a best-of-breed video optimization solution.
- Announced the deployment of Ortiva's video optimization solution at 3UK, a subsidiary of the Hutchison Group;
- Announced the acquisition of Oversi Networks, a leading provider of video caching solutions.

As of June 30, 2012, cash, cash equivalents, short term deposits and marketable securities totaled \$159.8 million, post-closing the Ortiva acquisition, with no debt. The preliminary allocation of the purchase price for Ortiva is based upon estimates and assumptions that are subject to change within the purchase price allocation period, which is generally one year from the acquisition date. The primary areas of the purchase price allocation that are not yet finalized relate to the measurement of certain assets and liabilities.

Conference Call & Webcast

The Allot management team will host a conference call to discuss its second quarter 2012 earnings results today at 8:30 AM ET, 3:30 PM Israel time.

To access the conference call, please dial one of the following numbers: US: +1 646 254 3362, UK: +44 (0)20 3450 9987, Israel: +972 3763 0146, participant code 7208054.



A replay of the conference call will be available from 12:01 am ET on August 1, 2012 through August 31, 2012 at 11:59 pm UK time. To access the replay, please dial: US: +1 347 366 9565, UK: +44 (0)20 3427 0598, access code: 7208054#.

A live webcast of the conference call can be accessed on the Allot Communications website at www.allot.com. The webcast will also be archived on the website following the conference call.

About Allot Communications

Allot Communications Ltd. (NASDAQ: ALLT) is a leading provider of intelligent data traffic optimization and monetization solutions for fixed and mobile broadband operators and large enterprises worldwide. Allot's scalable, carrier-grade solutions provide the visibility, topology awareness, security, application control and subscriber management that are vital to managing fixed and mobile data, enhancing user experience, containing operating costs, and enabling service providers to generate revenues from their broadband networks. Allot's rich portfolio of solutions leverages dynamic actionable recognition technology (DART) to transform broadband pipes into smart networks that can rapidly and efficiently deploy value added Internet services. For more information, please visit <http://www.allot.com>.

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Revenues	\$ 26,405	\$ 18,454	\$ 50,622	\$ 35,637
Cost of revenues	7,755	5,305	14,656	10,157
Gross profit	18,650	13,149	35,966	25,480
Operating expenses:				
Research and development costs, net	5,332	3,092	9,342	6,064
Sales and marketing	8,126	6,388	15,881	12,701
General and administrative	2,659	1,979	5,433	3,406
Total operating expenses	16,117	11,459	30,656	22,171
Operating profit	2,533	1,690	5,310	3,309
Financial and other income (expenses), net	187	(63)	649	29
Profit before income tax expenses	2,720	1,627	5,959	3,338
Tax expenses	21	16	24	101
Net profit	2,699	1,611	5,935	3,237
Basic net profit per share	\$ 0.08	\$ 0.07	\$ 0.19	\$ 0.14
Diluted net profit per share	\$ 0.08	\$ 0.06	\$ 0.18	\$ 0.12
Weighted average number of shares used in computing basic net earnings per share	31,873,752	24,195,495	31,548,294	23,948,546
Weighted average number of shares used in computing diluted net earnings per share	33,356,308	26,253,139	33,169,640	25,963,671

TABLE - 2
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		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
GAAP net profit as reported	\$ 2,699	\$ 1,611	\$ 5,935	\$ 3,237
Non-GAAP adjustments				
Expenses recorded for stock-based compensation				
Cost of revenues	52	27	97	50
Research and development costs, net	240	96	428	188
Sales and marketing	446	238	763	459
General and administrative	288	186	454	367
Expenses related to M&A activities and compliance with regulatory matters (*)				
General and administrative	666	538	1,711	538
Research and development costs, net	250	-	250	-
Sales and marketing	93	-	93	-
Intangible assets amortization - cost of revenues	262	30	293	60
Total adjustments	2,297	1,115	4,089	1,662
Non-GAAP net profit	\$ 4,996	\$ 2,726	\$ 10,024	\$ 4,899
Non- GAAP basic net profit per share	\$ 0.16	\$ 0.11	\$ 0.32	\$ 0.20
Non- GAAP diluted net profit per share	\$ 0.15	\$ 0.10	\$ 0.30	\$ 0.19
Weighted average number of shares used in computing basic net earnings per share	31,873,752	24,195,495	31,548,294	23,948,546
Weighted average number of shares used in computing diluted net earnings per share	33,662,390	26,399,604	33,401,374	26,116,991

(*) Mostly legal, finance and compensation expenses related to the acquisition

TABLE - 3
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS on a NON-GAAP BASIS
(U.S. dollars in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Revenues	\$ 26,405	\$ 18,454	\$ 50,622	\$ 35,637
Cost of revenues	7,441	5,248	14,266	10,047
Gross profit	18,964	13,206	36,356	25,590
Operating expenses:				
Research and development costs, net	4,842	2,996	8,664	5,876
Sales and marketing	7,587	6,150	15,025	12,242
General and administrative	1,705	1,255	3,268	2,501
Total operating expenses	14,134	10,401	26,957	20,619
Operating profit	4,830	2,805	9,399	4,971
Financial and other income (expenses), net	187	(63)	649	29
Profit before income tax expenses	5,017	2,742	10,048	5,000
Tax expenses	21	16	24	101
Net profit	4,996	2,726	10,024	4,899
Basic net profit per share	\$ 0.16	\$ 0.11	\$ 0.32	\$ 0.20
Diluted net profit per share	\$ 0.15	\$ 0.10	\$ 0.30	\$ 0.19
Weighted average number of shares used in computing basic net earnings per share	31,873,752	24,195,495	31,548,294	23,948,546
Weighted average number of shares used in computing diluted net earnings per share	33,662,390	26,399,604	33,401,374	26,116,991

TABLE - 4
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands)

	June 30, 2012 <u>(Unaudited)</u>	December 31, 2011 <u>(Audited)</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 70,083	\$ 116,682
Short term deposits	71,000	24,000
Marketable securities and restricted cash	18,692	18,718
Trade receivables, net	17,454	11,926
Other receivables and prepaid expenses	4,387	5,950
Inventories	11,673	10,501
Total current assets	<u>193,289</u>	<u>187,777</u>
LONG-TERM ASSETS:		
Severance pay fund	181	178
Other assets and deferred taxes	355	356
Total long-term assets	<u>536</u>	<u>534</u>
PROPERTY AND EQUIPMENT, NET	5,913	5,352
GOODWILL AND INTANGIBLE ASSETS, NET	17,424	3,395
Total assets	<u>\$ 217,162</u>	<u>\$ 197,058</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 7,316	\$ 2,684
Deferred revenues	17,156	16,694
Other payables and accrued expenses	12,787	9,462
Total current liabilities	<u>37,259</u>	<u>28,840</u>
LONG-TERM LIABILITIES:		
Deferred revenues	5,135	5,430
Accrued severance pay	229	219
Total long-term liabilities	<u>5,364</u>	<u>5,649</u>
SHAREHOLDERS' EQUITY	174,539	162,569
Total liabilities and shareholders' equity	<u>\$ 217,162</u>	<u>\$ 197,058</u>

TABLE - 5
ALLOT COMMUNICATIONS LTD.
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<u>Cash flows from operating activities:</u>				
Net income	\$ 2,699	\$ 1,611	\$ 5,935	\$ 3,237
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation	718	679	1,363	1,336
Stock-based compensation related to options granted to employees and non-employees	1,026	547	1,742	1,064
Amortization of intangible assets	262	31	293	61
Capital loss	-	13	4	9
Increase in accrued severance pay, net	13	3	7	6
Decrease (Increase) in other assets	2	2	1	(1)
Decrease in accrued interest and amortization of premium on marketable securities	11	48	48	47
Increase (Decrease) in trade receivables	(1,112)	2,364	(5,499)	(403)
Decrease (Increase) in other receivables and prepaid expenses	1,402	(1,240)	1,626	(1,334)
Decrease in inventories	472	1,920	321	1,106
Increase (Decrease) in trade payables	(763)	(3,075)	2,492	(3,046)
Increase (Decrease) in employees and payroll accruals	113	(17)	378	(609)
Increase (Decrease) in deferred revenues	(2,847)	(396)	(1,636)	1,064
Increase in other payables and accrued expenses	2,794	405	2,117	1,323
Net cash provided by operating activities	<u>4,790</u>	<u>2,895</u>	<u>9,192</u>	<u>3,860</u>
<u>Cash flows from investing activities:</u>				
Decrease (Increase) in restricted deposit	65	(1)	21	(487)
Investment in short-term deposit	(65,000)	-	(47,000)	-
Purchase of property and equipment	(766)	(588)	(1,469)	(1,298)
Proceeds from sale of property and equipment	-	-	-	30
Investment in marketable securities	(1,000)	(1,061)	(1,251)	(1,914)
Proceeds from redemption or sale of marketable securities	750	800	1,200	1,600
Acquisition of Ortiva	(10,399)	-	(10,399)	-
Loan issued to Ortiva	(1,000)	-	(1,000)	-
Net cash used in investing activities	<u>(77,350)</u>	<u>(850)</u>	<u>(59,898)</u>	<u>(2,069)</u>
<u>Cash flows from financing activities:</u>				
Exercise of warrants and employee stock options	1,741	214	4,107	1,467
Net cash provided by financing activities	<u>1,741</u>	<u>214</u>	<u>4,107</u>	<u>1,467</u>
Increase (Decrease) in cash and cash equivalents	(70,819)	2,259	(46,599)	3,258
Cash and cash equivalents at the beginning of the year	<u>140,902</u>	<u>43,857</u>	<u>116,682</u>	<u>42,858</u>
Cash and cash equivalents at the end of the year	\$ 70,083	\$ 46,116	\$ 70,083	\$ 46,116