
**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
of the Securities Exchange Act of 1934**

For the Month of November, 2012

Commission file number 0-30070

AUDICODES LTD.

(Translation of registrant's name into English)

1 Hayarden Street • Airport City, Lod 70151 • ISRAEL

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

On November 8, 2012, AudioCodes Ltd. (the “Registrant”) published in newspapers in Israel a notice that it will hold its Annual General Meeting of Shareholders on December 20, 2012. The Registrant will distribute a proxy statement (which will include the full version of the proposed resolutions) and a proxy card to all shareholders of record after the record date for the meeting. A translation into English of the original notice, which was published in Hebrew, is attached hereto as Exhibit 1.

The following document is attached hereto and incorporated by reference herein:

Exhibit 1. Translation into English of original notice, published in Hebrew, of the Annual General Meeting of Shareholders of the Registrant.

The information set forth in the first paragraph above and the translation attached as Exhibit 1 to this Report on Form 6-K are hereby incorporated by reference into (i) the Registrant’s Registration Statement on Form S-8, File No. 333-11894; (ii) the Registrant’s Registration Statement on Form S-8, File No. 333-13268; (iii) the Registrant’s Registration Statement on Form S-8, File No. 333-105473; (iv) the Registrant’s Registration Statement on Form S-8, File No. 333-144825; (v) the Registrant’s Registration Statement on Form S-8, File No. 333-160330; (vi) the Registrant’s Registration Statement on Form S-8, File No. 333-170676; and (vii) the Registrant’s Registration Statement on Form F-3, File No. 333-172268.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1	Translation into English of original notice, published in Hebrew, of the Annual General Meeting of Shareholders of the Registrant.

AUDICODES LTD.
1 Hayarden Street
Airport City, Lod 70151, Israel

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AUDICODES LTD.
December 20, 2012

TO THE SHAREHOLDERS OF AUDICODES LTD.:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the "Meeting") of AudioCodes Ltd. (the "Company") will be held on Thursday, December 20, 2012 at 2:00 p.m. (Israel Time), at the principal executive offices of the Company located at 1 Hayarden Street, Airport City, Lod 70151, Israel (the telephone number at that address is +972-3-976-4000).

The following matters are on the agenda for the Meeting:

- (1) To elect Mr. Shabtai Adlersberg and Stanley Stern as Class III directors;
- (2) Subject to approval of Proposal One, to approve the grant to Mr. Stanley Stern of options to purchase Ordinary Shares of the Company;
- (3) To reelect Mr. Doron Nevo as an outside director for an additional term of three years;
- (4) Subject to approval of Proposal Three, to approve the grant to Mr. Doron Nevo of options to purchase Ordinary Shares of the Company;
- (5) To ratify the appointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as the independent auditors of the Company for the year ending December 31, 2012, and to authorize the Board of Directors (or the Audit Committee of the Board of Directors, if authorized by the Board) to determine the compensation of the auditors; and
- (6) To review and discuss the audited Consolidated Financial Statements of the Company for the year ended December 31, 2011.

Those Entitled to Vote

Only shareholders who hold Ordinary Shares, nominal value NIS 0.01 per share, of the Company at the close of business on November 13, 2012 (the "Record Date") will be entitled to notice of, and to vote at, the Meeting and any adjournments thereof.

According to the Companies Law Regulations (Confirmation of Ownership of Shares for Voting in the General Meeting), 2000, if a shareholder holds shares through a TASE Member (as defined below) and the shares are registered in the shareholder registry in the name of such TASE Member, the shareholder may provide to the Company, prior to the Meeting, a certification confirming his ownership of the shares on the Record Date. Such certification may be obtained at the TASE Member's offices or may be sent to the shareholder by mail (subject to payment of the cost of mailing), at the election of the shareholder; *provided* that the shareholder's request shall have been submitted with respect to a specific securities account.

All shareholders of record on the Record Date are cordially invited to attend and vote at the Meeting in person or by proxy, pursuant to the Company's Articles of Association. Shareholders may send standpoint notices to the Company no later than November 23, 2012.

Vote Required

The affirmative vote of the holders of a majority of the voting power represented and voting on each of the proposals in person or by proxy is required to approve each of the proposals. In addition, a special majority vote will be required for approval of Proposals Nos. 3 and 4. In order to approve the reelection of Doron Nevo as an outside director and the grant of options to Mr. Nevo in Proposals Nos. 3 and 4, the affirmative vote of the Ordinary Shares must *either* include at least a majority of the Ordinary Shares

voted by shareholders who are not controlling shareholders and do not have a personal interest in the election of, or grant of options to, the outside director (excluding a personal interest that is not related to a relationship with the controlling shareholders), *or* the total shares of non-controlling shareholders and non-interested shareholders voted against this proposal must not represent more than two percent of the outstanding Ordinary Shares.

Review of Documents

Shareholders may review the full version of the foregoing items of business and the Proxy Statement, which includes the full version of the proposed resolutions and a proxy card, at the principal executive offices of the Company stated above, from Sundays through Thursdays during regular working hours and upon prior notice (tel no.: +972-3-976-4000) until the Meeting date. A copy of the Proxy Statement will also be available at the following websites: <http://www.tase.co.il/tase/> or <http://www.magna.isa.gov.il> (the "Distribution Sites").

Each member of The Tel-Aviv Stock Exchange Ltd. (a "TASE Member") shall e-mail, upon request and without charge, a link to the Distribution Sites, to each shareholder who is not listed in the Company's shareholder register and whose shares are held through the TASE Member, *provided* that each shareholder's request shall have been submitted (a) with respect to a specific securities account, and (b) prior to the Record Date.

AUDIOCODES LTD.