
**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 September 2023

Commission file number 0-30070

AUDIOCODES LTD.
(Translation of registrant's name into English)

1 Hayarden Street • Airport City, Lod 7019900 • 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 or about September 11, 2023, AudioCodes Ltd. (the “Registrant”) issued its Notice of Annual General Meeting of Shareholders (the “Annual Meeting Notice”), to be held on October 24, 2023 in Israel. The Annual Meeting Notice is attached as Exhibit 1 hereto and incorporated by reference herein, and will additionally be made available under the “*Investor Relations*” section of the Registrant’s website at www.audiocodes.com.

SIGNATURE

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.

AUDIOCODES LTD.
(Registrant)

By: /s/ ITAMAR ROSEN
Itamar Rosen, Advocate
Chief Legal Officer and Company Secretary

Dated: September 11, 2023

EXHIBIT INDEX

Exhibit No.	Description
1	Notice of Annual General Meeting of Shareholders to be held on October 24, 2023.

AUDIOCODES LTD.

1 Hayarden Street
Airport City, Lod 70151, Israel

**NOTICE OF 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 24, 2023**

TO THE SHAREHOLDERS OF AUDIOCODES LTD.:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the “*Meeting*”) of AudioCodes Ltd., a company formed under the laws of the State of Israel (the “*Company*”), will be held on October 24, 2023, at 2:00 p.m., local time, at the principal executive offices of the Company located at 1 Hayarden Street, Airport City, Lod 7019900, Israel (the telephone number at that address is +972-3-976-4000), for the following purposes:

- (1) To elect Mr. Shai Levy as a Class I director to serve as a Class I director until the 2025 Annual General Meeting of Shareholders, and until his successor is elected and qualified, or until his office is vacated in accordance with the Articles of Association or the Israeli Companies Law, 5759-1999;
- (2) To reelect Mr. Joseph Tenne as a Class II director for an additional term of three years;
- (3) To reelect Ms. Shira Fayans Birenbaum as a Class II director for an additional term of three years;
- (4) To approve amendments to the compensation policy for officers and directors of the Company in order to comply with the requirements of newly effected listing rules promulgated by The Nasdaq Stock Market LLC;
- (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, 2023, and to authorize the Board of Directors (the “*Board*”) (or the Audit Committee of the Board, if so 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, 2022.

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 September 19, 2023 (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 member of The Tel-Aviv Stock Exchange Ltd. (the “*TASE*”) 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.

A shareholder may appoint a proxy to vote his/her/its shares on his/her/its behalf, in

accordance with the Company's Articles of Association. Shareholders may send statements of position to the Company no later than October 15, 2023. The last date for submitting proposals for consideration at the Meeting is September 26, 2023.

Shareholders may sign and return proxy cards to the Company no later than October 23, 2023, at 2:00 p.m. Israel time. Each shareholder whose shares are held through a TASE member is entitled to vote via the electronic voting system for shareholder meetings of publicly-listed Israeli companies via the Israeli Security Authority's MAGNA online platform up to six hours before the time fixed for the Meeting.

Vote Required

Each Ordinary Share is entitled to one vote upon each of the matters to be presented at the Meeting. 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, in order to approve the amendments to the compensation policy for officers and directors of the Company in accordance with Proposal Four, *either* the (i) affirmative vote of the Ordinary Shares must 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 approval of the proposal or (ii) total number of shares of non-controlling shareholders and of shareholders who do not have a personal interest in the resolution voted against this proposal must not represent more than two percent (2%) 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 will include 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> or <http://www.magna.isa.gov.il> (the "*Distribution Sites*").

Each 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.

FOR THE BOARD OF DIRECTORS

Stanley Stern
Chairman of the Board

Lod, Israel
September 11, 2023