

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 6-K/A**

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the Month of August 2025  
Commission File Number 0-30070

**AUDIOCODES LTD.**

(Translation of registrant's name into English)

**6 Ofra Haza Street • Or Yehuda • 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 ☐

## EXPLANATORY NOTE

AudioCodes Ltd. (the “Registrant”) is filing this Amendment No. 1 to the Registrant’s Report on Form 6-K, filed with the U.S. Securities and Exchange Commission on August 12, 2025 (the “Original Form 6-K”), for the purpose of amending and restating Exhibit 99.2 (*Form of Proxy Card for use at the Annual General Meeting of Shareholders, to be held on September 16, 2025*) in its entirety to address an inadvertent error regarding the enumerated proposals and reflect a clarifying instruction. The remainder of the information contained in the Original Form 6-K remains unchanged.

**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.

**AUDICODES LTD.**  
**(Registrant)**

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

Dated: August 13, 2025

In connection with the Registrant's 2025 Annual General Meeting of Shareholders, the Registrant hereby furnishes the following documents:

#### EXHIBIT INDEX

Exhibit No.	Description
99.1 *	<a href="#">Notice of and Proxy Statement for the Annual General Meeting of Shareholders, dated August 12, 2025.</a>
99.2	<a href="#">Form of Proxy Card for use at the Annual General Meeting of Shareholders, to be held on September 16, 2025.</a>

\* Previously filed

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**AUDIOCODES LTD.**

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
FOR USE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON SEPTEMBER 16, 2025**

The undersigned shareholder of AudioCodes Ltd. (the "Company" or "AudioCodes") hereby appoints SHABTAI ADLERSBERG, or if unable to attend, NIRAN BARUCH or ITAMAR ROSEN, the true and lawful attorney, agent and proxy of the undersigned, with full power of substitution, to vote as described below all of the shares of the Company that the undersigned is entitled to vote at the 2025 Annual General Meeting of Shareholders of the Company to be held at the principal executive offices of the Company, 6 Ofra Haza Street, Naimi Park, Or Yehuda, Israel, on Tuesday, September 16, 2025, at 2:00 p.m., local time, and at any adjournment thereof.

**This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted FOR each of the items on the reverse side.**

(Continued and to be signed on the reverse side)

1.1

1,4475

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

AUDIOCODES LTD.

September 16, 2025

GO GREEN

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, Proxy Statement, Proxy Card are available at <http://www.tase.co.il/tase/> and <http://www.magna.isa.gov.il>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

- |   | FOR                      | AGAINST                  | ABSTAIN                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. TO REELECT MS. ZEHAVA SIMON AS A CLASS I DIRECTOR TO SERVE FOR AN ADDITIONAL TERM OF THREE YEARS.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. TO REELECT MR. SHAI LEVY AS A CLASS I DIRECTOR TO SERVE FOR AN ADDITIONAL TERM OF THREE YEARS.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. TO ELECT MR. ITAY MAKOV AS A CLASS I DIRECTOR FOR A TERM OF THREE YEARS.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. TO APPROVE THE RENEWAL OF THE COMPENSATION POLICY FOR OFFICE HOLDERS OF THE COMPANY.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. TO INCREASE THE NUMBER OF RESTRICTED SHARE UNITS TO BE GRANTED TO EACH NEWLY APPOINTED AND CONTINUING DIRECTOR OF THE COMPANY, OTHER THAN DIRECTORS EMPLOYED BY THE COMPANY, FROM 7,500 TO 10,000.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. 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, 2025, 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The undersigned hereby acknowledges receipt of the Notice of the 2025 Annual General Meeting of Shareholders and the Proxy Statement accompanying such Notice, revokes any proxy or proxies heretofore given to vote upon or act with respect to the undersigned's shares and hereby ratifies and confirms all that said proxies, their substitutes, or any of them, may lawfully do by virtue thereof.

**Important Note:** By executing this proxy card below, the undersigned shareholder will be deemed to confirm that such shareholder is NOT a "controlling shareholder" and does NOT have a "personal interest" (as such terms are defined in the Proxy Statement) in the approval of Proposal Four. If you are a controlling shareholder or have a personal interest in the approval of Proposal Four (in which case your vote will count only for or against the ordinary majority, and not for or against the Special Majority, required for approval of Proposal Four), please contact the Company's Chief Legal Officer at +972-3-976-4099 or by email at [itamar.rosen@audiocodes.com](mailto:itamar.rosen@audiocodes.com). If your shares are held in "street name" by your bank, broker or other nominee and you are a controlling shareholder or have a personal interest in the approval of Proposal Four, you should notify your broker, bank or other nominee of that status, and they in turn should notify the Company as described in the preceding sentence.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_ Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.