

Allot Communications Ltd.  
Form S-8  
March 21, 2013

As filed with the Securities and Exchange Commission on March 21, 2013

Registration No. 333-

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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Allot Communications Ltd.  
(Exact Name of Registrant as specified in its charter)

Israel  
(State or other jurisdiction of incorporation or organization)

Not Applicable  
(I.R.S. Employer Identification No.)

22 Hanagar Street, Neve Ne'eman Industrial  
Zone B, Hod-Hasharon 4501317, Israel  
(Address of principal executive offices)

Not Applicable  
(Zip Code)

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2006 Incentive Compensation Plan  
(Full title of the Plan)

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Allot Communications, Inc.  
300 TradeCenter, Suite 4680  
Woburn, MA 01801-7422  
(781) 939-9300

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies of communications to:

Colin J. Diamond, Esq.  
White & Case LLP  
1155 Avenue of the Americas  
New York, New York  
Tel: (212) 819-8200  
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Itamar Rosen, Adv.  
General Counsel & Corporate Secretary  
Allot Communications Ltd.  
22 Hanagar Street  
Hod-Hasharon 4501317, Israel  
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Aaron M. Lampert, Adv.  
Goldfarb Seligman & Co.  
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated

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filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer T  
 Non-accelerated filer £ (Do not check if a smaller reporting company)  
 Accelerated filer £  
 Smaller reporting company £

CALCULATION OF REGISTRATION FEE

| Title of Securities Being Registered          | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|-----------------------------|---|---|----------------------------|
| Ordinary shares, par value NIS 0.10 per share | 1,000,000                   | \$ 14.30                                  | \$ 14,300,000                                 | \$ 1,950.52                |

(1) This Registration Statement covers the aggregate number of ordinary shares which may be issued under the 2006 Incentive Compensation Plan. Pursuant to Rule 416, this Registration Statement shall also be deemed to cover an indeterminate number of additional ordinary shares in the event the number of outstanding shares of Allot Communications Ltd. is increased by stock split, stock dividend and/or similar transactions.

(2) Pursuant to Rule 457(c) and (h)(1), the proposed maximum offering price per share and the proposed maximum aggregate offering price have been calculated on the basis of the average of the high and low prices (\$14.41 and \$14.18) of the Registrant’s ordinary shares as quoted on The NASDAQ Global Select Market on March 18, 2013.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 (this “Registration Statement”) is for Allot Communications Ltd. (the “Registrant”) to register an additional 1,000,000 Ordinary Shares for issuance under the 2006 Incentive Compensation Plan.

In accordance with General Instruction E of Form S-8, the contents of the Registrant’s Registration Statement on Form S-8 (File No. 333-140701), filed with the Securities and Exchange Commission (the “SEC”) on February 14, 2007, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) the Registrant’s annual report on Form 20-F for the fiscal year ended December 31, 2012 (File No. 001-33129), filed with the SEC on March 21, 2013; and
- (b) the description of the Registrant’s ordinary shares contained in Item 1 of the Registration Statement on Form 8-A (File No. 001-33129) filed with the SEC on November 3, 2006, including any subsequent amendment or any report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment indicating that all of the securities offered hereunder have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof (in the case of any Report on Form 6-K, if and to the extent the Registrant identifies in the Report that it is being incorporated by reference herein) from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

3

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hod Hasharon, Israel on March 21, 2013.

ALLOT COMMUNICATIONS LTD.

By: /s/ Rami Hadar  
Name: Rami Hadar  
Title: Chief Executive Officer and  
President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Allot Communications Ltd., a company organized under the laws of the State of Israel, do hereby constitute and appoint Rami Hadar and Nachum Falek, and each of them severally, the lawful attorney-in-fact and agent with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, and any rules or regulations or requirements of the SEC in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature                                 | Title of Capacities   | Date           |
|---|---|----------------|
| /s/ Rami Hadar<br>Rami Hadar              | Director, Chief Executive Officer<br>and President (Principal<br>Executive Officer) | March 21, 2013 |
| /s/ Nachum<br>Falek<br>Nachum Falek       | Chief Financial Officer<br><br>(Principal Financial Officer)                        | March 21, 2013 |
| /s/ Shraga Katz<br>Shraga Katz            | Chairman of the Board<br>of Directors   | March 21, 2013 |
| /s/ Yigal Jacoby<br>Yigal Jacoby          | Director  | March 21, 2013 |
| /s/ Nurit<br>Benjamini<br>Nurit Benjamini | Director  | March 21, 2013 |
| Itzhak Danziger                           | Director  |                |
| /s/ Steven D.<br>Levy<br>Steven D. Levy   | Director  | March 21, 2013 |

ALLOT COMMUNICATIONS, INC.

By:

/s/ Rami  
Hadar  
Name: Rami Hadar United States Representative March 21, 2013  
Title: Director, Allot Communications, Inc.

5

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EXHIBITS

| Exhibit Number | Description  |
|----------------|--|
| 5.1            | Opinion of Goldfarb Seligman & Co., Israeli counsel to the Registrant, as to the validity of the ordinary shares (including consent) |
| 23.1           | Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global  |
| 23.2           | Consent of Goldfarb Seligman & Co., Israeli counsel to the Registrant (included in Exhibit 5.1)                                      |
| 24.1           | Powers of Attorney (included in the signature page to this Registration Statement)   |
| 99.1           | 2006 Incentive Compensation Plan (1)   |

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(1) Previously filed with the Securities and Exchange Commission on March 21, 2013 as Exhibit 4.5 to the Company's Form 20-F for the year ended December 31, 2012 (File No. 001-33129) and incorporated by reference herein.