

Allot Communications Ltd.

Form 8-A12B

November 03, 2006

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As filed with the Securities and Exchange Commission on November 3, 2006

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

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934**

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 45240**

45240
(Zip Code)

Israel
(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Ordinary Shares, par value NIS 0.10 per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-138313**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the ordinary shares of Allot Communications Ltd. (the Registrant) is set forth under the heading Description of Share Capital in the prospectus forming part of Registrant's Registration Statement on Form F-1 (File No. 333-138318), as amended from time to time (the Registration Statement), filed with the Securities and Exchange Commission, which information is incorporated by reference herein. The final prospectus will be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and, upon filing, shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

The following exhibits to this registration statement have been filed as exhibits to the Registration Statement and are hereby incorporated herein by reference.

| No. | Description |
|-----|---|
| 1. | Memorandum of Association of the Registrant (incorporated by reference to Exhibit 3.1 of the Registration Statement). |
| 2. | Form of Articles of Association of the Registrant (incorporated by reference to Exhibit 3.3 of the Registration Statement). |
| 3. | Specimen Ordinary Share Certificate (incorporated by reference to Exhibit 4.1 of the Registration Statement). |

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ALLOT COMMUNICATIONS LTD.

Date: November 2, 2006

By: /s/: Adi Sapir

Name: Adi Sapir

Title: Chief Financial Officer

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