

Edgar Filing: Allot Communications Ltd. - Form SC 13G

Allot Communications Ltd.
Form SC 13G
February 14, 2007

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ALLOT COMMUNICATIONS, LTD.

(NAME OF ISSUER)

ORDINARY SHARES

(TITLE OF CLASS OF SECURITIES)

M0854Q105

(CUSIP NUMBER)

DECEMBER 31, 2006

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE
IS FILED:

RULE 13d-1 (b)

RULE 13d-1 (c)

RULE 13d-1 (d)

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1  NAME OF REPORTING PERSON:
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

   Tamir Fishman Venture Capital II Ltd. ("TFVCII")
-----
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
                                           (a) [ ]
                                           (b) [X]
-----
3  SEC USE ONLY
-----
4  CITIZENSHIP OR PLACE OF ORGANIZATION

   Israel
-----
5  SOLE VOTING POWER

   804,842 shares, except that Tamir Fishman
   Ventures II LLC ("GP"), which holds management
   rights over the shares of Issuer owned by
   TFVCII, may be deemed to have sole power to vote
   these shares.
-----
6  SHARED VOTING POWER
   See response to row 5.
-----
7  SOLE DISPOSITIVE POWER

   804,842 shares, except that GP, which holds
   management rights over the shares of Issuer
   owned by TFVCII, may be deemed to have sole
   power to vote these shares.
-----
8  SHARED DISPOSITIVE POWER

   See response to row 7.
-----
9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   804,842 shares
-----
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
                                           [ ]
-----
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

   3.83%*
-----
12 TYPE OF REPORTING PERSON

   CO
=====

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* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

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1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II (Cayman Islands) LP ("CAYMAN")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

| | | | |
|--|---|--------------------------|---|
| | 5 | SOLE VOTING POWER | 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | See response to row 5. |
| | 7 | SOLE DISPOSITIVE POWER | 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. |
| | 8 | SHARED DISPOSITIVE POWER | See response to row 7. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

138,310 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.66%*

12 TYPE OF REPORTING PERSON

PN

* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

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1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II LP ("TFVII")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|--|---|------------------------|--|
| | 5 | SOLE VOTING POWER | 1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares. |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | See response to row 5. |
| | 7 | SOLE DISPOSITIVE POWER | 1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares. |

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,165,014 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.55%*

12 TYPE OF REPORTING PERSON

PN

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* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.
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1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II CEO Fund LP ("CEO")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,980 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.6%*

12 TYPE OF REPORTING PERSON

PN

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* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

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1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II CEO (US) Fund LP ("CEOUS")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|---|---|
| | 5 | SOLE VOTING POWER 54,543 shares, except that GP, the general partner of CEOUS may be deemed to have sole power to vote these shares. |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER See response to row 5. |
| | 7 | SOLE DISPOSITIVE POWER 54,543 shares, except that GP, the general partner of CEOUS, may be deemed to have sole power to vote these shares. |
| | 8 | SHARED DISPOSITIVE POWER See response to row 7. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,543 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.26%*

12 TYPE OF REPORTING PERSON

PN

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* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

 Tamir Fishman Ventures II (Israel) LP ("ISRAEL")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

| | | | |
|--|---|--------------------------|--|
| | 5 | SOLE VOTING POWER | 155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares. |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | See response to row 5. |
| | 7 | SOLE DISPOSITIVE POWER | 155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares. |
| | 8 | SHARED DISPOSITIVE POWER | See response to row 7. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 155,904 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

 0.74%*

12 TYPE OF REPORTING PERSON

 PN

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* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

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| | |
|--|---|
| ===== | |
| 1 | NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Tamir Fishman Ventures II LLC ("GP") |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
| ----- | |
| | 5 SOLE VOTING POWER 2,331,593 shares, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of TFVCII, CAYMAN, TFVII, CEO, CEOUS and ISRAEL, and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | ----- |
| | 6 SHARED VOTING POWER See response to row 5. |
| ----- | |
| | 7 SOLE DISPOSITIVE POWER 2,331,593 shares, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of TFVCII, CAYMAN, TFVII, CEO, CEOUS and ISRAEL, and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. |
| ----- | |
| | 8 SHARED DISPOSITIVE POWER See response to row 7. |
| ----- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,331,593 shares |
| ----- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| ----- | |

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.1%*

12 TYPE OF REPORTING PERSON

OO

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* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

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ITEM 1. (a) Name of Issuer:

Allot Communications, Ltd. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

5 Hanagar street, Industrial Zone B
Hod Hasharon L3, 45800
Israel

ITEM 2. (a) Name of Person Filing:

- (1) Tamir Fishman Ventures II LLC ("GP"); and
- (2) Tamir Fishman Venture Capital II Ltd. ("TFVCII"); and
- (3) Tamir Fishman Ventures II (Cayman Islands) LP ("CAYMAN"); and
- (4) Tamir Fishman Ventures II LP ("TFVII"); and
- (5) Tamir Fishman Ventures II CEO Fund LP ("CEO"); and
- (6) Tamir Fishman Ventures II CEO (US) Fund LP ("CEOUS"); and
- (7) Tamir Fishman Ventures II (Israel) LP ("ISRAEL")

The entities and persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is: 21 Ha'Arbaa St., Tel Aviv 64739, Israel

(c) Citizenship:

TFVII and CEOUS are limited partnerships organized under the laws of the State of Delaware. CEO and ISRAEL are limited partnerships organized under the laws of the State of Israel. TFVCII is a company organized under the laws of the Country of Israel. GP is a limited liability company organized under the laws of the State of Delaware. CAYMAN is a limited partnership organized under the laws of the Cayman Islands.

(d) Title of Class of Securities: Ordinary Shares

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(e) CUSIP Number: M0854Q105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: NOT APPLICABLE

- (a) Broker or dealer registered under section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance company as defined in section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)

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- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j) Group, in accordance with ss.240.13d-1(b)-1(ii)(J)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

See row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:
See row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:
See row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See row 8 of cover page for each Reporting Person.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |_|. N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

N/A

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Date: February 14, 2007

TAMIR FISHMAN VENTURES II LLC

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Benjamin Zeevi

Benjamin Zeevi, Authorized Signatory

By: /s/ Danny Fishman

Danny Fishman, Authorized Signatory

TAMIR FISHMAN VENTURE CAPITAL II LTD.

By: TAMIR FISHMAN VENTURES II LLC, its management company

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

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TAMIR FISHMAN VENTURES II CEO FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (ISRAEL) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II CEO (US) FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of Ordinary Shares of Allot Communications, Ltd.

EXECUTED this 14th day of February, 2007.

TAMIR FISHMAN VENTURES II LLC

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Benjamin Zeevi

Benjamin Zeevi, Authorized Signatory

By: /s/ Danny Fishman

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Danny Fishman, Authorized Signatory

TAMIR FISHMAN VENTURE CAPITAL II LTD.

By: TAMIR FISHMAN VENTURES II LLC, its management company

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

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TAMIR FISHMAN VENTURES II CEO FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (ISRAEL) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member

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TAMIR FISHMAN VENTURES II CEO (US) FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

Shai Saul, General Managing Member