Allot Communications Ltd. Form SC 13G/A February 14, 2008

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)*

ALLOT COMMUNICATIONS, LTD.

(NAME OF ISSUER)

ORDINARY SHARES
----(TITLE OF CLASS OF SECURITIES)

M0854Q105 -----(CUSIP NUMBER)

DECEMBER 31, 2007

(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)
- [X] RULE 13D-1(D)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. M0854Q105 Schedule 13G Page 2 of 16 Pages

USIP No. M0854Q105 Schedule 13G Page 2 of 16 Page:

1 NAME OF REPORTING PERSON:

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

	Tamir Fishman	Ventur 	re Capital II Ltd. ("TFVCII")			
2	CHECK THE APPR	OPRIAT) [_) [X		
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Israel					
		5	SOLE VOTING POWER			
			804,842 shares, except that Tamir Fishman Ventu II LLC ("GP"), which holds management rights on the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares. disclaims beneficial ownership of the shares he by TFVCII except to the extent of its pecuniary interest therein.	ver . G		
	NUMBER OF SHARES	6	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY		See response to row 5.			
	EACH REPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON WITH		804,842 shares, except that GP, which holds management rights over the shares of Issuer own by TFVCII, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by TFVCII except the extent of its pecuniary interest therein.			
		8	SHARED DISPOSITIVE POWER			
			See response to row 7.			
9	AGGREGATE AMOU	 NT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON			
	804,842 shares					
10	CHECK BOX IF T	HE AGG	GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
				_]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	3.66%*					
12	TYPE OF REPORTING PERSON					
	СО					

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. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY See response to row 5. EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. 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 0.63%*	USIP ====	No. M0854Q105	Schedule 13G Page 3 of 16 Pa			
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. GP disclaims beneficial ownership of the shares held by CAYMM except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY Sec response to row 5. EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMM except to the extent of its pecuniary interest therein. 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 0.63%* 12 TYPE OF REPORTING PERSON	1					
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. GP disclaims beneficial ownership of the shares held by CAYMW except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY See response to row 5. EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMW except to the extent of its pecuniary interest therein. 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 0.63%*		Tamir Fishman Ve	ntures II (Cayman Islands) LP ("CAYMAN")			
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. GP disclaims beneficial ownership of the shares held by CAYMW except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY See response to row 5. EACH SEACH SHARED 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMW except to the extent of its pecuniary interest therein. 8 SHARED DISPOSITIVE POWER See response to row 7. 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 138,310 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 0.63%*	2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_ (b) [X				
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. GP disclaims beneficial ownership of the shares held by CAYMW except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY See response to row 5. EACH PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMW except to the extent of its pecuniary interest therein. 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 0.63%*	3					
138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY See response to row 5. EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. 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 0.63%* 12 TYPE OF REPORTING PERSON	4	CITIZENSHIP OR P	LACE OF ORGANIZATION			
138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY See response to row 5. EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. 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 0.63%*		Cayman Islands				
partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. 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 0.63%*			5 SOLE VOTING POWER			
SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY See response to row 5. EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. 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 0.63%*			partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYM except to the extent of its pecuniary interest			
OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMAN except to the extent of its pecuniary interest therein. 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 0.63%* 12 TYPE OF REPORTING PERSON			6 SHARED VOTING POWER			
REPORTING PERSON WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMM except to the extent of its pecuniary interest therein. 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 0.63%* 12 TYPE OF REPORTING PERSON			See response to row 5.			
WITH 138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYMA except to the extent of its pecuniary interest therein. 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 0.63%*			7 SOLE 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 0.63%* 12 TYPE OF REPORTING PERSON			partner of CAYMAN, may be deemed to have sole power to vote these shares. GP disclaims beneficial ownership of the shares held by CAYM except to the extent of its pecuniary interest			
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 0.63%* 12 TYPE OF REPORTING PERSON			8 SHARED DISPOSITIVE POWER			
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 0.63%* 12 TYPE OF REPORTING PERSON			See response to row 7.			
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.63%* TYPE OF REPORTING PERSON	9	AGGREGATE AMOUNT				
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.63%* TYPE OF REPORTING PERSON		138,310 shares				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.63%* TYPE OF REPORTING PERSON	 10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
0.63%* 						
12 TYPE OF REPORTING PERSON	11		REPRESENTED BY AMOUNT IN ROW 9			
	 12	TYPE OF REPORTIN				
		PN				

	No. M085/0105		Schedule 13G	Page 4 of 16 Page:
	No. M0854Q105		Schedule 13G	======================================
1	NAME OF REPORTI		RSON: N NO. OF ABOVE PERSON (ENTITIES (ONLY):
	Tamir Fishman V	/enture	es II LP ("TFVII")	
2	CHECK THE APPRO	PRIATI	E BOX IF A MEMBER OF A GROUP*	
				(a) [(b) [X]
3	SEC USE ONLY			
4	CITIZENSHIP OR	PLACE	OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		1,165,014 shares, except that (GP, the general
			partner of TFVII, may be deemed to vote these shares. GP discla	_
			ownership of the shares held by	TFVII except to
			the extent of its pecuniary int	terest therein.
		6	SHARED VOTING POWER	
			See response to row 5.	
		7	SOLE DISPOSITIVE POWER	
			1,165,014 shares, except that G	_
			partner of TFVII, may be deemed to vote these shares. GP discla	
			ownership of the shares held by the extent of its pecuniary int	-
		 8		
			See response to row 7.	
 9	AGGREGATE AMOUN	 IT BENI	_	 F PERSON
	1,165,014 share			
10	CHECK BOX IF THE	 IE AGGI	REGATE AMOUNT IN ROW (9) EXCLUDES	 S CERTAIN SHARES
			. ,	[_]
11	PERCENT OF CLAS	SS REPI	 RESENTED BY AMOUNT IN ROW 9	
	5.29%*			

	PN 			
*Base	ed on 22,019,474 Ord	inary	Shares of the Issuer outstanding	ng.
CUSIP	No. M0854Q105		Schedule 13G	Page 5 of 16 Page:
 1	NAME OF REPORTING		SON: NO. OF ABOVE PERSON (ENTITIES (ONLY):
	Tamir Fishman Ver	nture	s II CEO Fund LP ("CEO")	
2	CHECK THE APPROPE	RIATE	BOX IF A MEMBER OF A GROUP*	(a) [_ (b) [X
3	SEC USE ONLY			
4	CITIZENSHIP OR PI	LACE	OF ORGANIZATION	
	Israel			
		5	SOLE VOTING POWER	
	NUMBER OF		12,980 shares, except that GP, of CEO, may be deemed to have these shares. GP disclaims benethe shares held by CEO except pecuniary interest therein.	sole power to vote eficial ownership o
	NUMBER OF SHARES	6	SHARED VOTING POWER	
	BENEFICIALLY OWNED BY		See response to row 5.	
	EACH REPORTING	7	SOLE DISPOSITIVE POWER	
	PERSON WITH		12,980 shares, except that GP, partner of CEO, may be deemed to vote these shares. GP discle ownership of the shares held by extent of its pecuniary interest	to have sole power aims beneficial y CEO except to the
		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	AGGR	EGATE AMOUNT IN ROW (9) EXCLUDE:	S CERTAIN SHARES
				[_
11			ESENTED BY AMOUNT IN ROW 9	

12	TYPE OF REPORTING PERSON				
	PN				
Based	on 22,019,474 O	======= rdinary Sh	nares of the Issuer outsta	======================================	
CUSIP	====== No. M0854Q105 =======		Schedule 13G	======================================	
1	NAME OF REPORT		 N: D. OF ABOVE PERSON (ENTIT:	======================================	
	Tamir Fishman	Ventures I	II CEO (US) Fund LP ("CEO	US")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]				
3	SEC USE ONLY				
4	CITIZENSHIP OR	PLACE OF	ORGANIZATION		
	Delaware				
		of th th	4,543 shares, except that f CEOUS may be deemed to hese shares. GP disclaims he shares held by CEOUS exts pecuniary interest them	have sole power to vote beneficial ownership of xcept to the extent of	
	NUMBER OF SHARES BENEFICIALLY	6 SH	HARED VOTING POWER		
	OWNED BY	Se	ee response to row 5.		
	EACH REPORTING PERSON	7 sc	DLE DISPOSITIVE POWER		
	WITH	pa to ow	4,543 shares, except that artner of CEOUS, may be done these shares. GP downership of the shares here extent of its pecuniary	eemed to have sole power isclaims beneficial ld by CEOUS except to	
		8 SH	HARED DISPOSITIVE POWER		
		Se	ee response to row 7.		
9	AGGREGATE AMOU	NT BENEFIC	CIALLY OWNED BY EACH REPOR	RTING PERSON	
	54,543 shares				
10	CHECK BOX IF T	HE AGGREGA	ATE AMOUNT IN ROW (9) EXC		
				[_]	

	0.25%*					
12	TYPE OF REPORTIN	G PER	son			
======	PN =========		===========	==========		
*Based	on 22,019,474 Ord	inary	Shares of the Issuer outsta	nding.		
	No. M0854Q105		Schedule 13G	Page 7 of 16 Pages		
1	NAME OF REPORTIN	-	SON: NO. OF ABOVE PERSON (ENTITI	ES ONLY):		
	Tamir Fishman Ve	nture	s II (Israel) LP ("ISRAEL")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)[_] (b)[X]					
3	SEC USE ONLY					
4	CITIZENSHIP OR P	 LACE	OF ORGANIZATION			
	Israel					
		5	SOLE VOTING POWER 155,904 shares, except that partner of ISRAEL may be de to vote these shares. GP di ownership of the shares hel the extent of its pecuniary	emed to have sole power sclaims beneficial d by ISRAEL except to		
_	NUMBER OF SHARES	6	SHARED VOTING POWER			
I	BENEFICIALLY OWNED BY		See response to row 5.			
	EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER			
	WITH		155,904 shares, except that partner of ISRAEL may be de to vote these shares. GP di ownership of the shares hel the extent of its pecuniary	emed to have sole power sclaims beneficial d by ISRAEL except to		
		8	SHARED DISPOSITIVE POWER			
			See response to row 7.			
9	AGGREGATE AMOUNT	BENE	FICIALLY OWNED BY EACH REPOR			
	155,904 shares					
10	CHECK BOX IF THE	AGGR	EGATE AMOUNT IN ROW (9) EXCL	UDES CERTAIN SHARES		

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
	0.71%*	0.71%*					
12	TYPE OF REPORT	TING PE	RSON				
	PN						
*Basec	d on 22,019,474 (rdinar	y Shares of the Issuer outstand:	========= ing.			
CUSIP	No. M0854Q105		Schedule 13G	Page 8 of 16 Pages			
=====	=======			==========			
1	NAME OF REPORT		RSON: N NO. OF ABOVE PERSON (ENTITIES	ONLY):			
	Tamir Fishman	Ventur	es II LLC ("GP")				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_ (b) [X						
3	SEC USE ONLY						
4	CITIZENSHIP OF	 R PLACE	OF ORGANIZATION				
		 5	SOLE VOTING POWER				
		5					
	NUMBER OF		2,336,593 shares**, of which a directly owned by TFVCII, 138 directly owned by CAYMAN, 1,10 directly owned by TFVII, 12,98 directly owned by CEO, 54,543 owned by CEOUS and 155,904 showned by ISRAEL. GP, the general CAYMAN, TFVII, CEO, CEOUS and management rights over the showned by TFVCII, may be deemed to have these shares. GP disclaim ownership of the shares held be CEO, CEOUS, ISRAEL and TFVCII of its pecuniary interest the	,310 shares are 65,014 shares are 80 shares are shares are directly ares are directly ral partner of ISRAEL and holder of ares of Issuer owned ave sole power to ms beneficial by CAYMAN, TFVII, except to the extent			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER				
			See response to row 5.				
	REPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON WITH		2,336,593 shares**, of which a directly owned by TFVCII, 138, directly owned by CAYMAN, 1,10 directly owned by TFVII, 12,98 directly owned by CEO, 54,543 owned by CEOUS and 155,904 shares	,310 shares are 65,014 shares are 80 shares are shares are directly			

owned by ISRAEL. GP, the general partner of 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. GP disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.

2,336,593 shares**, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are

8 SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,336,593 shares 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.61%* ______ 12 TYPE OF REPORTING PERSON $\Omega\Omega$ ______ *Based on 22,019,474 Ordinary Shares of the Issuer outstanding. **Includes options to purchase 5,000 Ordinary Shares of the Issuer held by Shai Saul, general partner of GP. -----_____ Schedule 13G CUSIP No. M0854Q105 Page 9 of 16 Pages ______ ============ _______ NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Shai Saul ("SAUL") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)[_] (b) [X] ._____ 3 SEC USE ONLY ._____ CITIZENSHIP OR PLACE OF ORGANIZATION Israel _____ 5 SOLE VOTING POWER

9

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. SAUL, general partner of GP, the general partner of 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. SAUL disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.

NUMBER OF SHARES BENEFICIALLY OWNED BY PERSON WITH

6 SHARED VOTING POWER

See response to row 5.

REPORTING 7 SOLE DISPOSITIVE POWER

2,336,593 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. SAUL, general partner of GP, the general partner of 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. SAUL disclaims beneficial ownership of the shares held by CAYMAN, TFVII, CEO, CEOUS, ISRAEL and TFVCII except to the extent of its pecuniary interest therein.

SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,336,593 shares**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.61%*

TYPE OF REPORTING PERSON

ΤN ______

*Based on 22,019,474 Ordinary Shares of the Issuer outstanding.

**Includes options to purchase 5,000 Ordinary Shares of the Issuer held by SAUL.

-----CUSIP No. M0854Q105 ______

Schedule 13G

_____ Page 10 of 16 Pages

[_]

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")
 - (8) Shai Saul ("SAUL")

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 State 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. SAUL is an citizen of the State of Israel.

- (d) Title of Class of Securities: Ordinary Shares
- (e) CUSIP Number: M0854Q105
- 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

- |_| Broker or dealer registered under section 15 of the Act (a) (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 | | Investment company registered under section 8 of the (d) Investment Company Act of 1940 (e) |_| An investment adviser in accordance with ss.240.13d-1(b)(1(ii)(E) |_| An employee benefit plan or endowment fund in accordance (f)with ss.240.13d-1(b)(1)(ii)(F) CUSIP No. M0854Q105 Schedule 13G Page 11 of 16 Pages |_| A parent holding company or control person in accordance (g) with ss.240.13d-1(b)(1)(ii)(G) |_| A savings association as defined in section 3(b) of (h) 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 |_| Group, in accordance with ss.240.13d-1(b)-1(ii)(J) (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. PERCENTAGES FOR ALL REPORTING PERSONS ARE BASED ON 22,019,474 ORDINARY SHARES OF THE ISSUER OUTSTANDING, WHICH IS THE TOTAL NUMBER OF ORDINARY SHARES OUTSTANDING AS OF DECEMBER 31, 2007, BASED ON REPRESENTATIONS MADE BY THE ISSUER TO THE REPORTING
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

PERSONS, AND ASSUMES THE EXERCISE OF OPTIONS TO PURCHASE 5,000 ORDINARY SHARES HELD BY MR. SAUL.

- 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.

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

CUSIP No. M0854Q105 Schedule 13G Page 12 of 16 Pages

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

N/A

CUSIP No. M0854Q105 Schedule 13G

Page 13 of 16 Pages

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/ Amir Blumenfeld

Amir Blumenfeld, 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 Partner

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 Partner

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 Partner

TAMIR FISHMAN VENTURES II CEO FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

CUSIP No. M0854Q105 Schedule 13G Page 14 of 16 Pages

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

By: /s/ Shai Saul

Shai Saul, General Partner

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 Partner

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 Partner

By: /s/ Shai Saul
SHAI SAUL

CUSIP No. M0854Q105 Schedule 13G Page 15 of 16 Pages

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/ Amir Blumenfeld ______ Amir Blumenfeld, 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 Partner 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 Partner 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 Partner TAMIR FISHMAN VENTURES II CEO FUND LP By: TAMIR FISHMAN VENTURES II LLC, its general partner CUSIP No. M0854Q105 Schedule 13G Page 16 of 16 Pages _____ By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company By: /s/ Shai Saul _____ Shai Saul, General Partner

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 Partner

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 Partner

By: /s/ Shai Saul

SHAI SAUL