

Allot Communications Ltd.
Form 4
September 19, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gemini Israel Funds Ltd.

(Last) (First) (Middle)

9 HAMENOFIM STREET

(Street)

HERZLIYA PITUACH, L3 46725

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Allot Communications Ltd. [ALLT]

3. Date of Earliest Transaction
(Month/Day/Year)

05/29/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	05/29/2007		S	150,000 D	\$ 6.4 2,061,679	I	By Gemini Israel Funds Ltd (1)
Ordinary Shares	05/30/2007		S	115,000 D	\$ 6.3 1,946,679	I	By Gemini Israel Funds Ltd (1)
Ordinary Shares	06/04/2007		S	100,000 D	\$ 6.8 1,846,679	I	By Gemini Israel Funds Ltd (1)

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Ordinary Shares	06/05/2007	S	100,000	D	\$ 6.9	1,746,679	I	By Gemini Israel Funds Ltd (1)
Ordinary Shares	06/06/2007	S	27,450	D	\$ 6.8	1,719,229	I	By Gemini Israel Funds Ltd (1)
Ordinary Shares	06/07/2007	S	16,550	D	\$ 6.8	1,702,679	I	By Gemini Israel Funds Ltd (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gemini Israel Funds Ltd. 9 HAMENOFIM STREET HERZLIYA PITUACH, L3 46725	X
GEMINI PARTNERS INVESTORS L.P. 9 HAMENOFIM STREET HERZLIYA PITUACH, L3 46725	X

GEMINI CAPITAL ASSOCIATES LIMITED PARTNERSHIP 9 HAMENOFIM STREET HERZLIYA PITUACH, L3 46725	X
GEMINI ISRAEL II PARALLEL FUND LP /NY 9 HAMENOFIM STREET HERZLIYA PITUACH, L3 46725	X
Advent PGGM Gemini Limited Partnership 9 HAMENOFIM STREET HERZLIYA PITUACH, L3 46725	X
Gemini Israel II Limited Partnership 9 HAMENOFIM STREET HERZLIYA PITUACH, L3 46725	X

Signatures

By: /s/ Yossi
Sela

09/19/2007

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents all shares held by (i) Gemini Israel II LP and Gemini Partners Investors LP, of which the reporting person is the general partner, and (ii) Gemini Israel II Parallel Fund LP and Advent PGGM Gemini LP, of which the reporting person is the general partner of Gemini Capital Associates LP, the general partner of these funds. The reporting person disclaims beneficial ownership of any shares in which it does not have an actual pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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