

Allot Communications Ltd.
Form SC 13G
February 23, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. __)*

ALLOT COMMUNICATIONS, LTD.

(Name of Issuer)

Ordinary Shares, par value NIS 0.10

(Title of Class of Securities)

M0854Q105

(CUSIP Number)

February 14, 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)

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“ 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).

1. NAMES OF REPORTING PERSON

S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brookside Capital Partners Fund, L.P.

EIN No.: 04-3313066

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

- (a) ..
- (b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United State of America

NUMBER OF 5. SOLE VOTING POWER

SHARES As of February 14, 2007 1,072,427 Shares

BENEFICIALLY As of February 22, 2007 1,109,048 Shares
6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING As of February 14, 2007 1,072,427 Shares

PERSON As of February 22, 2007 1,109,048 Shares
8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

As of February 14, 2007 1,072,427 Shares

As of February 22, 2007 1,109,048 Shares

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

As of February 14, 2007 5.1%

As of February 22, 2007 5.3%

12. TYPE OF REPORTING PERSON*

PN

- Item 1 (a). **Name of Issuer**
The name of the issuer to which this filing on Schedule 13G relates is Allot Communications, Ltd. (the Company).
- Item 1 (b). **Address of Issuer's Principal Executive Offices**
The principal executive offices of the Company are located at 22 Hanagar Street, Neve Ne'eman Industrial Zone B, Hod - Hasharon 45240, Israel.
- Item 2 (a). **Name of Person Filing**
This Statement is being filed on behalf of Brookside Capital Partners Fund, L.P., a Delaware limited partnership (the Brookside Fund). Brookside Capital Investors, L.P., a Delaware limited partnership (Brookside Investors) is the sole general partner of the Brookside Fund. Brookside Capital Management, LLC, a Delaware limited liability company (Brookside Management), is the sole general partner of Brookside Investors. Mr. Domenic J. Ferrante is the sole managing member of Brookside Management.
- Item 2 (b). **Address of Principal Business Office or, if none, Residence**
The principal business address of each of the Brookside Fund, Brookside Investors, Brookside Management and Mr. Ferrante is 111 Huntington Avenue, Boston, Massachusetts 02199.
- Item 2 (c). **Citizenship**
Each of the Brookside Fund, Brookside Investors and Brookside Management is organized under the laws of the State of Delaware. Mr. Ferrante is a citizen of the United States.
- Item 2 (d). **Title of Class of Securities**
The class of equity securities of the Company to which this filing on Schedule 13G relates is Ordinary Shares, par value NIS 0.10 (Ordinary Shares).
- Item 2 (e). **CUSIP Number**
The CUSIP number of the Company's Ordinary Shares is M0854Q105.
- Item 3. **If this statement is filed pursuant to §§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 (15 U.S.C. 78o).

- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (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 (15 U.S.C. 80a-3).
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- x **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. Ownership.

Item 4 (a). Amount beneficially owned

As of the close of business on February 14, 2007, the Brookside Fund owned 1,072,427 Ordinary Shares. As of the close of business on February 22, 2007, the Brookside Fund owned 1,109,048 Ordinary Shares. The Brookside Fund acts by and through its general partner, Brookside Investors. Brookside Investors acts by and through its general partner, Brookside Management. Mr. Domenic J. Ferrante is the managing member of Brookside Management and thus is the controlling person of Brookside Management. No person other than the respective owner referred to herein of the Ordinary Shares is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of such Ordinary Shares.

Item 4 (b). Percent of class

As of the close of business on February 14, 2007, the Brookside Fund was the beneficial owner of 5.1% of the Ordinary Shares of the Company. As of the close of business on February 22, 2007 the Brookside Fund owned 5.3% of the Ordinary Shares of the Company. The aggregate percentage of Ordinary Shares reported owned by the Brookside Fund is based upon 20,985,811 Ordinary Shares outstanding, which is the total number of Ordinary Shares outstanding as of January 17, 2007, based on representations made in the Company's Form 6-K filed January 29, 2007 with the Securities and Exchange Commission.

Item 4 (c). Number of shares as to which the person has

(i) sole power to vote or to direct the vote:

1,072,427 Shares as of February 14, 2007

1,109,048 Shares as of February 22, 2007

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

1,072,427 as of February 14, 2007

1,109,048 as of February 22, 2007

(iv) shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. **Certification**

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Dated: February 23, 2007

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: /s/ Domenic J. Ferrante

Name: Domenic J. Ferrante

Title: Managing Director