

AUDIOCODES LTD  
Form SC 13G/A  
February 19, 2015

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 7)\*

AudioCodes  
Ltd.  
(Name of  
Issuer)

Ordinary  
Shares, Nominal  
Value NIS 0.01  
per share  
(Title of Class  
of Securities)

M15342104\*\*  
(CUSIP  
Number)

December 31,  
2014  
(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)

(Page 1 of 8  
Pages)

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\*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 Ordinary Shares do not have a CUSIP number. The CINS number for the Ordinary Shares is M15342104.

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).

<b>1</b>	NAME OF REPORTING PERSON
	RIMA Senvest Management, LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,570,435* SOLE DISPOSITIVE POWER
<b>7</b>	
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	1,570,435**
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	1,570,435* ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 3.71%\*  
TYPE OF  
REPORTING  
PERSON

OO, IA

\* Represents holdings as of February 19, 2015. As of December 31, 2014, the Reporting Person held 1,390,821 Ordinary Shares, equal to 3.28% of the outstanding Ordinary Shares of the Issuer.

<b>1</b>	NAME OF REPORTING PERSON
	Richard Mashaal
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Canada
<b>5</b>	SOLE VOTING POWER
	0
<b>6</b>	SHARED VOTING POWER
<b>7</b>	2,187,102* SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	2,187,102* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	2,187,102* CHECK BOX " IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

5.16%\*  
**12** TYPE OF  
REPORTING  
PERSON

IN, HC

\* Represents holdings as of February 19, 2015. As of December 31, 2014, the Reporting Person held 1,967,350 Ordinary Shares, equal to 4.64% of the outstanding Ordinary Shares of the Issuer.

**Item 1(a). Name of Issuer.**

AudioCodes Ltd. (the "Issuer")

**Item 1(b). Address of Issuer's Principal Executive Offices.**

1 Hayarden Street  
Airport City, Lod  
7019900  
Israel

**Item 2(a). Name of Person Filing.**

This statement is filed by RIMA Senvest Management, LLC and Richard Mashaal.

The reported securities are held in the accounts of Senvest Master Fund, L.P. and Senvest Israel Partners, L.P. (the "RIMA Funds") and Senvest International L.L.C. (collectively with the RIMA Funds, the "Investment Vehicles").

RIMA Senvest Management, LLC serves as investment manager and general partner of each of the RIMA Funds. Richard Mashaal is the managing member of RIMA Senvest Management, LLC and is president of, exercising investment and voting powers over, Senvest International L.L.C. Mr. Mashaal may be deemed to have voting and dispositive powers over the securities held by the Investment Vehicles.

RIMA Senvest Management, LLC may be deemed to beneficially own the securities held by the RIMA Funds by virtue of RIMA Senvest Management, LLC's position as investment manager and general partner of each of the RIMA Funds. Mr. Mashaal may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Mr. Mashaal's status as the managing member of RIMA Senvest Management, LLC and his investment and voting powers over Senvest International L.L.C. None of the foregoing should be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

**Item 2(b). Address of Principal Business Office.**

RIMA Senvest Management, LLC  
540 Madison Avenue, 32<sup>nd</sup> Floor  
New York, New York 10022

Richard Mashaal  
c/o RIMA Senvest Management, LLC  
540 Madison Avenue, 32<sup>nd</sup> Floor  
New York, New York 10022

**Item 2(c). Place of Organization.**

RIMA Senvest Management, LLC – Delaware  
Richard Mashaal – Canada



**Item 2(d). Title of Class of Securities.**

Ordinary Shares, Nominal Value NIS 0.01 per share

**Item 2(e). CUSIP Number.**

The Ordinary Shares do not have a CUSIP number. The CINS number for the Ordinary Shares is M15342104.

**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:**

- (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. 78c);
- (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 § 240.13d-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)(1)(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) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution.

**Item 4. Ownership.**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentages set forth in this Schedule 13G are calculated based upon an aggregate of 42,380,158 Ordinary Shares outstanding as of December 31, 2014, as confirmed by the Issuer to the Reporting Persons.

**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.**

The Investment Vehicles have the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, the securities reported herein.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

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 each Reporting Person certifies that, to the best of his or 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.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 19, 2015

RIMA SENVEST  
MANAGEMENT, LLC

By: /s/ George Malikotsis  
Name: George Malikotsis  
Title: Chief Financial  
Officer

/s/ Richard Mashaal  
RICHARD MASHAAL

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Exhibit A

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: February 19, 2015

RIMA SENVEST  
MANAGEMENT, LLC

By: /s/ George Malikotsis  
Name: George Malikotsis  
Title: Chief Financial  
Officer

/s/ Richard Mashaal  
RICHARD MASHAAL