

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
 THE SECURITIES ACT OF 1933

AMDOCS LIMITED

(Exact name of registrant as specified in its charter)

Island of Guernsey Not Applicable  
 (State or other jurisdiction of (I.R.S. Employer Identification No.)  
 incorporation or organization)

Suite 5, Tower Hill House Le Bordage  
 St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands  
 (Address of registrant's principal executive offices)

1998 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED  
 (Full Title of the Plan)

Amdocs, Inc.  
 1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017  
 Attention: Thomas G. O'Brien, Treasurer  
 (Name and address of agent for service)

(314) 212-8328  
 (Telephone Number, Including Area Code, of Agent For Service)

The commission is requested to send copies of all communications to:

Robert A. Schwed, Esq.  
 Hale and Dorr LLP  
 300 Park Avenue  
 New York, New York 10022  
 (212) 937-7200

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, L0.01 par value.....	6,000,000	\$26.52 (2)	\$159,120,000 (2)	\$20,161

- (1) Pursuant to Rule 416 of the Securities Act, this Registration Statement shall also cover any additional Ordinary Shares that become issuable under the Plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding Ordinary Shares.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Ordinary Shares as reported on the New York Stock Exchange on March 24, 2004.

The prospectus included in this Registration Statement is a combined prospectus which also relates to an aggregate of 32,300,000 Ordinary Shares previously registered under the Company's registration statements on Form S-8 filed on April 6, 2001, (File No. 333-58454), March 2, 2000 (File No. 333-31506) and December 14, 1999 (File No. 333-92705).

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 6,000,000 ordinary shares, par value L0.01 per share ("Ordinary Shares") of Amdocs Limited (the "Company") authorized for issuance pursuant to the Company's 1998 Stock Option and Incentive Plan, as amended (the "Plan"). These additional shares have become authorized for issuance as a result of the adoption of an amendment to the Plan approved by the Company's Board of Directors and shareholders.

INCORPORATION BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of three registration statements on Form S-8 (File Nos. 333-58454, 333-31506 and 333-92705) previously filed by the Company with respect to Ordinary Shares offered pursuant to the Plan are hereby incorporated by reference herein, and the opinions and consents listed below are filed herewith.

Exhibits

Exhibit Number	Description
5.1	Opinion of Carey Olsen.
23.1	Consent of Carey Olsen (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York, on this 31st day of March, 2004.

AMDOCS LIMITED

By: /s/ Bruce K. Anderson  
-----  
Bruce K. Anderson  
President and Chairman of the Board

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Amdocs Limited, hereby severally constitute Bruce K. Anderson, Robert A. Minicucci and Thomas G. O'Brien, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Amdocs Limited to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Bruce K. Anderson ----- Bruce K. Anderson	President and Chairman of the Board  (Principal Executive Officer)	March 31, 2004
/s/ Robert A. Minicucci ----- Robert A. Minicucci	Vice President and Director  (Principal Financial Officer)	March 31, 2004
/s/ Avinoam Naor ----- Avinoam Naor	Director	March 31, 2004

## Signature

## Title

## Date

Signature -----	Title -----	Date -----
/s/ Adrian Gardner ----- Adrian Gardner	Director	March 31, 2004
/s/ Dov Baharav ----- Dov Baharav	Director	March 31, 2004
/s/ Julian A. Brodsky ----- Julian A. Brodsky	Director	March 31, 2004
/s/ Charles E. Foster ----- Charles E. Foster	Director	March 31, 2004
/s/ Eli Gelman ----- Eli Gelman	Director	March 31, 2004
/s/ James S. Kahan ----- James S. Kahan	Director	March 31, 2004
/s/ Nehmeia Lemelbaum ----- Nehmeia Lemelbaum	Director	March 31, 2004
/s/ John T. McLennan ----- John T. McLennan	Director	March 31, 2004
/s/ Mario Segal ----- Mario Segal	Director	March 31, 2004
/s/ Thomas G. O'Brien ----- Thomas G. O'Brien	Amdocs Limited's Authorized Representative in the United States	March 31, 2004

Exhibit Index

Exhibit Number	Description
5.1	Opinion of Carey Olsen.
23.1	Consent of Carey Olsen (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page of this Registration Statement).

(Letterhead of Carey Olsen)

Amdocs Limited  
Tower Hill House  
The Bordage  
St. Peter Port  
Guernsey

March 31, 2004

Dear Sirs:

RE: REGISTRATION STATEMENT ON FORM S-8

The following opinion is furnished to you in connection with the filing by Amdocs Limited of its registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended, relating to the registration of an additional 6,000,000 of its ordinary shares, L0.01 par value (the "Shares"), issuable upon the exercise of certain stock options granted under the Company's 1998 Stock Option and Incentive Plan, as amended (the "Plan").

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including the Plan and the Articles of Association and Memorandum of Association of the Company.

Based upon such examination, we are of opinion that:

1. The Company has been duly organized and validly exists as a corporation under the laws of Guernsey, Channel Islands.
2. When issued and sold upon the exercise of options granted or pursuant to awards made in accordance with the terms of the Plan as contemplated by the Registration Statement, each of the Shares will be validly issued, fully paid and non-assessable.

We express no opinion on any law other than the law of Guernsey as of the date hereof.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Yours faithfully

/s/ Carey Olsen  
Carey Olsen

Consent of Ernst & Young LLP, Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Amdocs Limited 1998 Stock Option and Incentive Plan, as amended, of our report dated October 30, 2003, with respect to the consolidated financial statements and schedule of Amdocs Limited, included in its Annual Report (Form 20-F) for the year ended September 30, 2003, filed with the Securities and Exchange Commission on December 24, 2003.

/s/ Ernst & Young LLP

New York, New York  
March 31, 2004

EXHIBIT 23.3

Deloitte & Touche LLP  
1 Place Ville Marie  
Suite 3000  
Montreal QC H3B 4T9  
Canada

Tel: (514) 393-7115  
Fax: (514) 390-4113  
[www.deloitte.ca](http://www.deloitte.ca)

Independent Auditors' Consent

We consent to the incorporation by reference in this Registration Statement on Form S-8, pertaining to the Amdocs Limited 1998 Stock Option and Incentive Plan, as amended, of our report dated March 19, 2003 (except for Note 17, which is as of July 2, 2003), related to the consolidated financial statements of Certen Inc., as of and for the years ended December 31, 2001 and 2002, appearing in the Annual Report of Amdocs Limited on form 20-F, for the year ended September 30, 2003, filed with the Securities and Exchange Commission on December 24, 2003.

/s/ Deloitte & Touche LLP

Montreal, Quebec

March 31, 2004