

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Amendment No. 3 to

FORM F-3  
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REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
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AMDOCS LIMITED  
(Exact name of registrant as specified in its charter)  
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ISLAND OF GUERNSEY  
(State or other jurisdiction of incorporation or  
organization)

NOT APPLICABLE  
(I.R.S. Employer  
Identification No.)

SUITE 5, TOWER HILL HOUSE LE BORDAGE  
ST. PETER PORT, ISLAND OF GUERNSEY, GY1 3QT CHANNEL ISLANDS  
011-44-1481-728444  
(Address and telephone number of registrant's principal executive offices)

AMDOCS, INC.  
1390 TIMBERLAKE MANOR PARKWAY, CHESTERFIELD, MISSOURI 63017  
ATTENTION: THOMAS G. O'BRIEN, TREASURER  
(314) 212-8328  
(Name, address and telephone number of agent for service)

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THE COMMISSION IS REQUESTED TO SEND COPIES OF ALL COMMUNICATIONS TO:

ROBERT A. SCHWED, ESQ.  
WILMER CUTLER PICKERING HALE AND DORR LLP  
300 PARK AVENUE  
NEW YORK, NEW YORK 10022  
(212) 937-7200

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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THE COMPANY HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE COMPANY SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT

SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE  
SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME  
EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a),  
MAY DETERMINE.

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This Amendment No. 3 to the Registrant's Registration Statement on Form F-3 (File No. 333-114344) is being filed solely for the purpose of filing a certain exhibit, and no changes or additions are being made hereby to the prospectus which forms a part of this Registration Statement. Accordingly, the prospectus has been omitted from this filing.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Guernsey law permits a company's articles of association to provide for the indemnification of officers and directors except to the extent that such a provision may be held by the courts of Guernsey to be contrary to public policy (for instance, for purporting to provide indemnification against the consequences of committing a crime) and except to the extent that Guernsey law prohibits the indemnification of any director against any specific provisions of Guernsey Company law under which personal liability may be imposed or incurred.

Under our Articles of Association, we are obligated to indemnify any person who is made or threatened to be made a party to a legal or administrative proceeding by virtue of being a director, officer or agent of Amdocs, provided that we have no such obligation to indemnify any such persons for any claims they incur or sustain by or through their own willful act or default.

We have entered into an indemnity agreement with our directors and some of our officers, under which we have agreed to pay the indemnified party the amount of Loss (as defined therein) suffered by that party due to claims made against that party for a Wrongful Act (as defined therein).

ITEM 9. EXHIBITS

EXHIBIT NUMBER - - - - -	DESCRIPTION - - - - -
4.1	Memorandum and Articles of Association of Amdocs Limited (incorporated by reference to Exhibits 3.1 and 3.2 to Amdocs' Registration Statement on Form F-1 dated June 19, 1998; Registration No. 333-8826)
4.2	Specimen Certificate for the ordinary shares of Amdocs Limited (incorporated by reference to Exhibit 4.1 to Amdocs' Registration Statement on Form F-1 dated June 19, 1998; Registration No. 333-8826)
4.3	Indenture, dated March 5, 2004, between Amdocs Limited and The Bank of New York, as trustee, for 0.50% Convertible Senior Notes due 2024 (incorporated by reference to Exhibit 99.1 to Amdocs' Report on Form 6-K, filed March 5, 2004)
4.4	Registration Rights Agreement, dated March 5, 2004, among Amdocs Limited and Morgan Stanley & Co. Incorporated, Goldman, Sachs & Co. and Merrill Lynch, Pierce Fenner & Smith Incorporated (incorporated by reference to Exhibit 99.2 to Amdocs' Report on Form 6-K, filed March 5, 2004)
5.1*	Opinion of Carey Olsen.
5.2	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.
12.1*	Computation of Ratio of Earnings to Fixed Charges.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Deloitte & Touche, LLP.
23.3*	Consent of Carey Olsen (included in Exhibit 5.1).
23.4	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.2).
24.1*	Power of Attorney.
99.1*	Share Purchase Agreement dated as of May 28, 2003 between Amdocs Holdings ULC and Bell Canada.
99.2*+	Software Master Agreement between Amdocs Software Systems Limited and SBC Services, Inc., effective December 10, 2003.

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\* Previously filed.

+ Confidential treatment requested as to certain portions, which portions have  
been filed separately with the Securities and Exchange Commission.

ITEM 10. UNDERTAKINGS.

Item 512(a) of Regulation S-K. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purposes of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Item 512(b) of Regulation S-K. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Item 512(h) of Regulation S-K. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions described herein, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as

expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Amendment No. 3 to 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 23rd day of September, 2004.

AMDOCS LIMITED

By: /s/ Thomas G. O'Brien

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Thomas G. O'Brien  
Treasurer and Secretary  
Authorized U.S. Representative

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 3 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

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Chairman of the Board

September 23, 2004

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Bruce K. Anderson

/s/ Dov Baharav

Director and Principal Executive Officer

September 23, 2004

-----  
Dov Baharav



/s/ Ron Moskowitz ----- Ron Moskowitz	Principal Accounting Officer	September 23, 2004
* ----- Robert A. Minicucci	Director	September 23, 2004
* ----- Adrian Gardner	Director	September 23, 2004
* ----- Julian A. Brodsky	Director	September 23, 2004
* ----- Charles E. Foster	Director	September 23, 2004
* ----- Eli Gelman	Director	September 23, 2004
* ----- James S. Kahan	Director	September 23, 2004
* ----- Nehmeia Lemelbaum	Director	September 23, 2004
* ----- John T. McLennan	Director	September 23, 2004
* ----- Mario Segal	Director	September 23, 2004

\* By: /s/ Thomas G. O'Brien  
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Thomas G. O'Brien  
Attorney-in-Fact

Exhibit Index

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23.4	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.2).
24.1*	Power of Attorney (See page II-4 of this Registration Statement).
99.1*	Share Purchase Agreement dated as of May 28, 2003 between Amdocs Holdings ULC and Bell Canada.
99.2*+	Software Master Agreement between Amdocs Software Systems Limited and SBC Services, Inc., effective December 10, 2003.
99.3*+	Agreement between Amdocs Inc. and SBC Services, Inc. for Software and Professional Services, effective August 7, 2003.

\* Previously filed.

+ Confidential treatment requested as to certain portions, which portions have been filed separately with the Securities and Exchange Commission.

[LETTERHEAD OF WILMER CUTLER PICKERING HALE AND DORR LLP]

September 23, 2004

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

Re: Registration Statement on Form F-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form F-3 (File No. 333-114334) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of \$450.0 million aggregate principal amount of 0.50% Convertible Senior Notes due 2024 (the "Notes"), of Amdocs Limited, a company organized under the law of Guernsey, Channel Islands (the "Company"), and the ordinary shares, (pound)0.01 par value, of the Company issuable upon conversion of the Notes (the "Shares", and together with the Notes, the "Securities"). All of the Securities are being registered on behalf of certain securityholders of the Company.

The Notes were issued pursuant to an Indenture, dated March 5, 2004 (the "Indenture"), between the Company and The Bank of New York, as trustee (the "Trustee").

We are acting as counsel for the Company in connection with the registration for resale of the Notes. We have examined signed copies of the Registration Statement as filed with the Commission. We have also examined and relied upon the Registration Rights Agreement, dated March 5, 2004, among the Company and Morgan Stanley & Co. Incorporated, Goldman, Sachs & Co. and Merrill Lynch, Pierce Fenner & Smith Incorporated, the Indenture, minutes of meetings of the Board of Directors of the Company as provided to us by the Company, the Articles of Association and Memorandum of Association of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of New York and the federal laws of the United States of America.

Our opinions below are qualified to the extent that they may be subject to or affected by (a) applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other laws affecting the rights of creditors generally; (b) statutory or decisional law concerning recourse by creditors to security in the absence of notice or hearing; (c) duties and standards imposed on creditors and parties to contracts, including, without limitation, requirements of good faith, reasonableness and fair dealing; (d) general equitable principles; and (e) applicable usury laws of jurisdictions other than the State of New York. We express no opinion as to the availability of any equitable or specific remedy upon any breach of the Notes or the Indenture, or any of the agreements, documents or obligations referred to therein, or to the successful assertion of any equitable defenses, inasmuch as the availability of such remedies or the success of any equitable defenses may be subject to the discretion of a court.

We also express no opinion herein as to any provision of the Notes or the Indenture (a) which waives any right of the Company; (b) to the effect that rights and remedies are not exclusive, that every right or remedy is cumulative and may be exercised in addition to or with any other right or remedy and does not preclude recourse to one or more other rights or remedies; (c) relating to the effect of any future invalidity or unenforceability of any provision of the Notes or the Indenture on the future validity or enforceability of any other provision thereof; (d) which is in violation of public policy; (e) relating to indemnification and contribution with respect to securities law matters; (f) which provides that waivers or modifications of the terms of the Indenture or the Notes may only be in writing; (g) purporting to indemnify any person against his, her or its own negligence or misconduct; or (h) relating to choice of law (to the extent such issue is determined under the laws of any jurisdiction other than the State of New York) or consent to jurisdiction.

For purposes of our opinions rendered below, we have assumed that the facts and law governing the future performance by the Company of its obligations under the Notes and the Indenture will be identical to the facts and law governing its performance on the date of this opinion.

Based upon and subject to the foregoing, we are of the opinion that the Notes, assuming they have been (i) duly authorized and are validly issued, executed and delivered by the Company, and (ii) authenticated by the Trustee in the manner provided by the Indenture, are valid and binding obligations of the Company.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing

statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

By: /s/ Robert A. Schwed

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Robert A. Schwed, a Partner