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AMDOCS LTD
Form S-8
March 31, 2004

As filed with the Securities and Exchange Commission on March 31, 2004
Registration Statement No. 333-

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 |
|---------------------------------------|-----------------------------|---|---|
| Ordinary Shares, L0.01 par value..... | 6,000,000 | \$26.52 (2) | \$159,120,000 |

(1) Pursuant to Rule 416 of the Securities Act, this Registration Statement shall also cover any additional Ordinary Shares that become issuable

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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

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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 3 |
| /s/ Robert A. Minicucci ----- Robert A. Minicucci | Vice President and Director (Principal Financial Officer) | March 3 |
| /s/ Avinoam Naor ----- Avinoam Naor | Director | March 3 |

| Signature ----- | Title ----- | Date ---- |
|---|----------------|--------------|
| /s/ Adrian Gardner ----- Adrian Gardner | Director | March 3 |
| /s/ Dov Baharav ----- Dov Baharav | Director | March 3 |
| /s/ Julian A. Brodsky ----- Julian A. Brodsky | Director | March 3 |

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| | | |
|---|--|---------|
| /s/ Charles E. Foster ----- Charles E. Foster | Director | March 3 |
| /s/ Eli Gelman ----- Eli Gelman | Director | March 3 |
| /s/ James S. Kahan ----- James S. Kahan | Director | March 3 |
| /s/ Nehmeia Lemelbaum ----- Nehmeia Lemelbaum | Director | March 3 |
| /s/ John T. McLennan ----- John T. McLennan | Director | March 3 |
| /s/ Mario Segal ----- Mario Segal | Director | March 3 |
| /s/ Thomas G. O'Brien ----- Thomas G. O'Brien | Amdocs Limited's Authorized Representative in the United States | March 3 |

Exhibit Index

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