
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AMDOCS LIMITED

(Exact name of registrant as specified in its charter)

Island of Guernsey
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification Number)

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)

Copy to:
Robert A. Schwed
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
Telephone: 212-937-7276
Fax: 212-230-8888

Approximate date of commencement of proposed sale to public: Completed

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, check the following box.

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 this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

DEREGISTRATION OF SECURITIES

On April 5, 2001, the Securities and Exchange Commission declared effective the registration statement on Form F-3 (File No. 333-57036) (the "Registration Statement") filed by Amdocs Limited (the "Company") with respect to the offer and sale of up to 7,259,224 ordinary shares, £0.01 par value, of the Company (the "Securities"), issuable upon exchange of the Exchangeable Shares of Solect Technology Group Inc. ("Solect") by the holders of the Exchangeable Shares, all of whom were formerly common shareholders of Solect prior to the Company's acquisition of Solect on April 5, 2000.

The Registration Statement was filed for the benefit of holders of the Exchangeable Shares (the "Holders").

Under the terms of a registration rights agreement dated April 5, 2000 entered into in connection with the business combination between the Company, Solect and some of Solect's former common shareholders, the Company agreed to use its commercially reasonable efforts to keep the Registration Statement effective until the earlier of (1) April 5, 2002, (2) the date on which all of the shares covered by the Registration Statement have been sold, and (3) the date on which all of the shares covered by the Registration Statement, and those covered by the Company's registration statements on Form F-3 (Reg. No. 333-39278 and Reg. No. 333-44994), can be sold without registration without regard to Rule 144's volume restrictions.

In accordance with such agreement, and in accordance with the Company's undertaking under Regulation S-K Item 512(a)(3), the Company is filing this Post-Effective Amendment No. 2 to the Registration Statement to remove from registration all Securities not sold by the Holders pursuant to the Registration Statement. Accordingly, the Company hereby requests that upon the effectiveness of this Post-Effective Amendment No. 2, such Securities be removed from registration.

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 Post-Effective Amendment No. 2 on Form F-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chesterfield, State of Missouri on August 16, 2012.

AMDOCS LIMITED

By: /s/ Elizabeth W. Grausam McDermon
Elizabeth W. Grausam McDermon
Secretary and Authorized Signatory

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Robert A. Minicucci</u> Robert A. Minicucci	Chairman of the Board of Directors	August 16, 2012
<u>/s/ Eli Gelman</u> Eli Gelman	Director, Principal Executive Officer	August 16, 2012
<u>/s/ Tamar Rapaport-Dagim</u> Tamar Rapaport-Dagim	Principal Financial and Accounting Officer	August 16, 2012
<u>*</u> Bruce K. Anderson	Director	August 16, 2012
<u>*</u> Adrian Gardner	Director	August 16, 2012
<u>/s/ James S. Kahan</u> James S. Kahan	Director	August 16, 2012
<u>/s/ Simon Olswang</u> Simon Olswang	Director	August 16, 2012
<u>/s/ Zohar Zisapel</u> Zohar Zisapel	Director	August 16, 2012
<u>/s/ Julian A. Brodsky</u> Julian A. Brodsky	Director	August 16, 2012
<u>*</u> John T. McLennan	Director	August 16, 2012
<u>/s/ Giora Yaron</u> Giora Yaron	Director	August 16, 2012
<u>/s/ Nehmeia Lemelbaum</u> Nehmeia Lemelbaum	Director	August 16, 2012

Signature	Title	Date
<u>/s/ Richard T.C. LeFave</u> Richard T.C. LeFave	Director	August 16, 2012

* By the signature set forth below, the undersigned, pursuant to the duly authorized powers of attorney filed with the Securities and Exchange Commission, has signed this Post-Effective Amendment No. 2 to the Registration Statement on behalf of the persons indicated.

/s/ Robert A. Minicucci
Robert A. Minicucci