
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

AMDOCS LIMITED

(Name of Subject Company (Issuer))

Amdocs Limited

(Name of Filing Persons (Offeror))

0.50% Convertible Senior Notes due 2024
(Title of Class of Securities)

02342TAC3

02342TAD1

(CUSIP Number of Class of Securities)

Elizabeth W. McDermon

Amdocs, Inc.

1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017

Telephone: (314) 212-8328

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

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

Robert A. Schwed, Esq.

Jason L. Kropp, Esq.

Wilmer Cutler Pickering Hale and Dorr LLP

7 World Trade Center,

250 Greenwich Street New York, New York 10007

(212) 230-8800

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- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$132.00
Form or Registration No.: Schedule TO-I

Filing party: Amdocs Limited
Date filed: 3/14/2014

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTORY STATEMENT TO AMENDMENT NO. 3

This Amendment No. 3, the final amendment in connection herewith, amends and supplements the Tender Offer Statement on Schedule TO-I filed by Amdocs Limited, a company organized under the laws of the Island of Guernsey (“Amdocs”), with the Securities and Exchange Commission on March 14, 2014, as amended and supplemented on March 28, 2014 and April 11, 2014 (the “Schedule TO”), relating to an offer to purchase for cash, on the terms and subject to the conditions set forth in the Notice of Put Right and Offer to Purchase, dated March 14, 2014 (as it may be supplemented or amended from time to time, the “Offer to Purchase”), and the related Letter of Transmittal (as it may be supplemented or amended from time to time, the “Letter of Transmittal”), any and all of its outstanding 0.50% Convertible Senior Notes due 2024 (the “Notes”). Copies of the Offer to Purchase and the Letter of Transmittal were previously filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO. The Offer expired at 5:00 p.m., Eastern time, on April 14, 2014.

Capitalized terms used in this amendment and not otherwise defined herein have the meanings given to them in the Offer to Purchase and the Schedule TO.

Item 4. Terms of the Transaction.

The information set forth in Item 4(a) is hereby amended and supplemented by adding the following:

“The Offer expired at 5:00 p.m., Eastern time, on Monday, April 14, 2014. Amdocs has accepted for purchase \$417,000 in aggregate principal amount of the Notes, which constituted all of the Notes validly tendered and not withdrawn, at a purchase price of \$1,000 per \$1,000 of principal amount of the Notes. The purchase price applies to all of the Notes accepted for payment pursuant to the Offer.

On April 15, 2014, Amdocs issued a press release announcing the final results of the Offer. A copy of this press release is filed as Exhibit (a)(5)(ii) to the Schedule TO and is incorporated herein by reference.”

Item 11. Additional Information.

The information set forth in Item 11(c) is hereby amended and supplemented by incorporating by reference the information contained in Item 4 above.

Item 12. Exhibits.

The information set forth in Item 12 is hereby amended and supplemented by adding immediately following the reference to Exhibit (a)(5)(ii) the following:

“(a)(5)(iii) Press Release Regarding Results of the Offer, dated April 15, 2014.”

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

AMDOCS LIMITED

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

Date: April 15, 2014

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)	Notice of Put Right and Offer to Purchase, dated March 14, 2014.*
(a)(1)(ii)	Letter of Transmittal, dated March 14, 2014.*
(a)(1)(iii)	Letter to Clients, dated March 14, 2014.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated March 14, 2014.*
(a)(5)(i)	Press Release Regarding Offer, dated March 14, 2014.*
(a)(5)(ii)	Press Release Regarding Extension of Offer, dated April 11, 2014.*
(a)(5)(iii)	Press Release Regarding Results of the Offer, dated April 15, 2014.
(d)(1)	Indenture, dated as of March 5, 2004, between Amdocs Limited and The Bank of New York Mellon (formerly known as 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). *
(d)(2)	Registration Rights Agreement, dated as of March 5, 2004, between 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). *
(g)	None.
(h)	None.

* Previously filed.

**Amdocs Announces Completion of Cash Offer
in Connection with Holders' Put Rights for
0.50% Convertible Senior Notes due 2024**

ST. LOUIS, MO, April 15, 2014 — Amdocs Limited (NASDAQ: DOX), the leading provider of customer experience systems innovation, today announced it has completed the cash offer for its 0.50% Convertible Senior Notes due 2024.

Pursuant to the indenture for the notes, each holder of the notes had the right to require Amdocs to repurchase on March 17, 2014 all or any part of such holder's notes at a price equal to 100% of the principal amount plus accrued and unpaid interest. Under the terms of the notes, Amdocs had the option to pay for the notes with cash, ordinary shares, or a combination of cash and ordinary shares, and elected to pay for the notes solely with cash. Amdocs commenced a cash offer to the holders of the notes on March 14, 2014. The note holders' option to surrender their notes for repurchase in connection with this offer ended yesterday at 5:00 p.m., Eastern time.

Amdocs has been advised by the Paying Agent, The Bank of New York Mellon, that \$417,000 principal amount of the notes was surrendered for repurchase and not withdrawn. Amdocs has accepted for payment all of those notes, resulting in total payments in the amount of \$417,179.54. Amdocs expects to pay for the notes from cash on hand. The untendered \$603,000 principal amount of notes will remain as obligations of Amdocs, due 2024, in accordance with their terms.

Forward-Looking Statements

This press release contains "forward looking statements" that involve significant risks and uncertainties. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that our expectations will be obtained or that any deviations will not be material. Such statements involve risks and uncertainties that may cause future results to differ from those anticipated. These risks include, but are not limited to, the effects of general economic conditions, Amdocs' ability to grow in the business markets that it serves, Amdocs' ability to successfully integrate acquired businesses, adverse effects of market competition, rapid technological shifts that may render the Company's products and services obsolete, potential loss of a major customer, our ability to develop long-term relationships with our customers, and risks associated with operating businesses in the international market. Amdocs may elect to update these forward-looking statements at some point in the future; however, the Company specifically disclaims any obligation to do so. These and other risks are discussed at greater length in the Company's filings with the Securities and Exchange Commission, including in our Annual Report on Form 20-F for the fiscal year ended September 30, 2013 filed on December 9, 2013.

About Amdocs

For more than 30 years, Amdocs has ensured service providers' success and embraced their biggest challenges. To win in the connected world, service providers rely on Amdocs to simplify the customer experience, harness the data explosion, stay ahead with new services and improve operational efficiency. The global company uniquely combines a market-leading BSS, OSS and network control and optimization product portfolio with value-driven professional services and managed services operations. With revenue of \$3.3 billion in fiscal 2013, Amdocs and its 21,000 employees serve customers in more than 70 countries. Amdocs Limited is registered at the Companies Registry in Guernsey and has been assigned company number 19528, with its registered office situated at Hirzel House, Smith Street, St. Peter Port, Island of Guernsey, GY1 2NG. For more information, visit Amdocs at www.amdocs.com.

Media Contact:

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