3) SEC Use Only

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILES PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b) (Amendment No. 1) FN1

	AMDOCS LIMITED					
(Name of Issuer)						
		ORDINARY SHARES				
	(Title o	of Class of Securities)				
		G02602 10 3				
		(CUSIP Number)				
	1	DECEMBER 31, 1999				
	Date of Event Which	n Requires Filing of this Statement				
Check is Fi		ignate the rule pursuant to which this Schedule				
	[] Rule 13d-1(b) [] Rule 13d-1(c) [X] Rule 13d-1(d)					
1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.						
CUSIP	No. G02602 10 3	Page 2 of 7 Pages				
•	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	Welsh, Carson, Anderson & Stowe VII, L.P.				
,	Check the Appropriate Box if a Member of a Group	(a) [X] (b) []				

4)	Citizenship or Pl of Organization	ace		Delaware	
Number of Shares Beneficially Owned by Each Reporting Person		5)	Sole Voting Power	Shares	·
With	1:	6)	Shared Voting Power	-0-	
		7)	Sole Disposi- tive Power	20,185,148 Shares	Ordinary
		8)	Shared Dis- positive Power		
9)	Aggregate Amount Owned by Each Rep			20,185,148 Shares	Ordinary
10)	Amount in Row (9) Excludes Certain	egate Share:			
11)				9.8%	
12)	Type of Reporting Person			PN	

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (ENTITIES ONLY)			Welsh, Can Anderson & VI, L.P.	•
	Check the Appropriate Box if a Member of a Group SEC Use Only			(a) [> (b) [×]
3)					
 4)	Citizenship or Place of Organization			Delaware	
Shar Owne Repo	per of res Beneficially ed by Each orting Person	5)	Sole Voting Power	Shares	
With	1:	6)	Shared Voting Power	-0-	
		7)	Sole Disposi- tive Power	5,788,885 Shares	Ordinary
		8)	Shared Dis- positive Power		
9)	Aggregate Amount Owned by Each Rep			5,788,885 Shares	Ordinary
 10)		egate	s		
 11)	Percent of Class Represented by Amount in Row (9)			2.8%	
 12)				PN	

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			Partner	formation s, L.P.
2)	Check the Appropriate Box if a Member of a Group			(a) (b)	
3)	SEC Use Only				
4)	Citizenship or Pla of Organization			Delawa	
Bene Owne	er of Shares ficially d by Each rting Person	5)	Sole Voting Power	136,510 Shares	
WICI		6)	Shared Voting Power	- 0	
		7)	Sole Disposi- tive Power	136,510 Shares	
		8)	Shared Dis- positive Power	-0	-
9)	Aggregate Amount Beneficially Owned by Each Reporting Person			Shares	Ordinary
10)					
11)				0.	1%
12)) Type of Reporting Person			PN	

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			WCAS Capital Partners III, L.P. (a) [X] (b) []			
2)							
3)	SEC Use Only	se Only					
4)				Delaware			
Shar Owne Repo	per of res Beneficially ed by Each orting Person	5)	Sole Voting Power	ona. cc	Ordinary		
With	1:	6)	Shared Voting Power	-0-			
		7)	Sole Disposi- tive Power	5,174,797			
		8)	Shared Dis- positive Power				
9)	Aggregate Amount Owned by Each Rep	Benefi ortin	icially g Person	5,174,797 Shares	Ordinary		
10)		egate					
	Percent of Class Represented by Amount in Row (9)			2.5%			
12)	Type of Reporting	 I		DN			

AMENDMENT NO. 1 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G originally filed on January 29, 1999 (the "Schedule 13G"). Terms used in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 4 - Ownership.

(a) Amount Beneficially Owned:

WCAS VII: 20,185,148 Ordinary Shares WCAS VI: 5,788,885 Ordinary Shares WCAS IP: 136,510 Ordinary Shares WCAS CP III: 5,174,797 Ordinary Shares

(b) Percent of Class:

WCAS VII: 9.8% WCAS VI: 2.8% WCAS IP: 0.1% WCAS CP III: 2.5%

- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote:

WCAS VII: 20,185,148 Ordinary Shares
WCAS VI: 5,788,885 Ordinary Shares
WCAS IP: 136,510 Ordinary Shares
WCAS CP III: 5,174,797 Ordinary Shares

- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:

WCAS VII: 20,185,148 Ordinary Shares WCAS VI: 5,788,885 Ordinary Shares WCAS IP: 136,510 Ordinary Shares WCAS CP III: 5,174,797 Ordinary Shares

(iv) shared power to dispose or to direct the disposition of: -0-

Signature:

After reasonable 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.

WELSH, CARSON, ANDERSON & STOWE VII, L.P. By: WCAS VII Associates, L.P., General Partner

By /S/ JONATHAN RATHER
General Partner

WELSH, CARSON, ANDERSON & STOWE VI, L.P. By: WCAS VI Partners, L.P., General Partner

WCAS INFORMATION PARTNERS, L.P. By: WCAS IP Partners, General Partner

WCAS CAPITAL PARTNERS III, L.P.
By: WCAS CP III Associates, L.L.C., General
Partner

Date: January 7, 2000