

2) Check the Appropriate Box if a Member of a Group (a) [X] (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

5) Sole Voting Power 36,761,712 Ordinary Shares

6) Shared Voting Power -0-

7) Sole Dispositive Power 36,761,712 Ordinary Shares

8) Shared Dispositive Power -0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 36,761,712 Ordinary Shares

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 18.7%

12) Type of Reporting Person PN

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1) Name of Reporting Person Welsh, Carson, I.R.S. Identification Anderson & Stowe No. of Above Person VI, L.P. (Entities Only)

2) Check the Appropriate Box if a Member of a Group (a) [X] (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

5) Sole Voting Power 10,542,844 Ordinary Shares

6) Shared Voting Power -0-

	7)	Sole Dispositive Power	10,542,844 Ordinary Shares
	8)	Shared Dispositive Power	-0-
9)		Aggregate Amount Beneficially Owned by Each Reporting Person	10,542,844 Ordinary Shares
10)		Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11)		Percent of Class Represented by Amount in Row (9)	5.4%
12)		Type of Reporting Person	PN

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1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	WCAS Information Partners, L.P.
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2)	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/>] (b) <input type="checkbox"/>]
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3) SEC Use Only

4)	Citizenship or Place of Organization	Delaware
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Number of Shares Beneficially Owned by Each Reporting Person With:	5)	Sole Voting Power	226,512 Ordinary Shares
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6)	Shared Voting Power	-0-
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7)	Sole Dispositive Power	226,512 Ordinary Shares
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8)	Shared Dispositive Power	-0-
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9)	Aggregate Amount Beneficially Owned by Each Reporting Person	226,512 Ordinary Shares
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10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
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11) Percent of Class Represented by Amount in Row (9) 0.1%

12) Type of Reporting Person PN

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1) Name of Reporting Person WCAS Capital
 I.R.S. Identification Partners III, L.P.
 No. of Above Person
 (Entities Only)

2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

5) Sole Voting Power 7,354,932 Ordinary Shares

6) Shared Voting Power -0-

7) Sole Dispositive Power 7,354,932 Ordinary Shares

8) Shared Dispositive Power -0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 7,354,932 Ordinary Shares

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 3.7%

12) Type of Reporting Person PN

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Schedule 13G

- Item 1(a) - Name of Issuer: Amdocs Limited
- Item 1(b) - Address of Issuer's Principal Executive Offices:
1610 Des Peres Road
St. Louis, Missouri 63131
(Issuer's principal subsidiary in the United States)
- Item 2(a) - Name of Person Filing:

This statement is being filed by Welsh, Carson, Anderson & Stowe VII, L.P., a Delaware limited partnership ("WCAS VII"), Welsh, Carson, Anderson & Stowe VI, L.P., a Delaware limited partnership ("WCAS VI"), WCAS Information Partners, L.P., a Delaware limited partnership ("WCAS IP"), and WCAS Capital Partners III, L.P., a Delaware limited partnership ("WCAS CP III").
- Item 2(b) - Address of Principal Business Office:

320 Park Avenue, Suite 2500
New York, New York 10022
- Item 2(c) - Place of Organization:

WCAS VII: Delaware
WCAS VI: Delaware
WCAS IP: Delaware
WCAS CP III: Delaware
- Item 2(d) - Title of Class of Securities:

Ordinary Shares
- Item 2(e) - CUSIP Number: G02602 10 3

CUSIP No. G02602 10 3

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- Item 3 - Statements Filed Pursuant to Rules 13d-1(b) or 13d-2(b):

Not applicable.
- Item 4 - Ownership.

(a) Amount Beneficially Owned:

WCAS VII: 36,761,712 Ordinary Shares
WCAS VI: 10,542,844 Ordinary Shares
WCAS IP: 226,512 Ordinary Shares
WCAS CP III: 7,354,932 Ordinary Shares

(b) Percent of Class:

WCAS VII: 18.7%
WCAS VI: 5.4%
WCAS IP: 0.1%
WCAS CP III: 3.7%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

WCAS VII: 36,761,712 Ordinary Shares
WCAS VI: 10,542,844 Ordinary Shares
WCAS IP: 226,512 Ordinary Shares
WCAS CP III: 7,354,932 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: 36,761,712 Ordinary Shares
WCAS VI: 10,542,844 Ordinary Shares
WCAS IP: 226,512 Ordinary Shares
WCAS CP III: 7,354,932 Ordinary Shares

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

Item 5 - Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6 - Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 - Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Company:

Not applicable.

Item 8 - Identification and Classification of Members of the Group:

See Exhibit 2.

Item 9 - Notice of Dissolution of Group:

Not applicable.

Item 10 - Certification:

Not applicable.

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 Partners, L.P., General Partner

By /s/ Laura VanBuren
General Partner

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

By /s/ Laura VanBuren
General Partner

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

By /s/ Laura VanBuren
Attorney-in-Fact

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

By /s/ Laura VanBuren
Managing Member

Date: January 26, 1999

EXHIBIT 1

AGREEMENT OF
WELSH, CARSON, ANDERSON & STOWE VII, L.P.,
WELSH, CARSON, ANDERSON & STOWE VI, L.P.,
WCAS INFORMATION PARTNERS, L.P.
AND
WCAS CAPITAL PARTNERS III, L.P.
PURSUANT TO RULE 13d-1(k)

The undersigned hereby agree that the Information Statement on Schedule 13G to which this Agreement is annexed as Exhibit 1 is filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

WELSH, CARSON, ANDERSON & STOWE VII, L.P.

By: WCAS VII Partners, L.P., General Partner

By /s/ Laura VanBuren
General Partner

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

By /s/ Laura VanBuren
General Partner

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

By /s/ Laura VanBuren
Attorney-in-Fact

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

By /s/ Laura VanBuren
Managing Member

Date: January 26, 1999

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EXHIBIT 2

Identification and Classification
of Members of the Group

Welsh, Carson, Anderson & Stowe VII, L.P., Welsh, Carson, Anderson & Stowe VI, L.P., WCAS Information Partners, L.P. and WCAS Capital Partners III, L.P. are filing this statement on Schedule 13G as a group.

Welsh, Carson, Anderson & Stowe VII, L.P. is a Delaware limited partnership. Its sole general partner is WCAS VII Partners, L.P., a Delaware limited partnership.

Welsh, Carson, Anderson & Stowe VI, L.P. is a Delaware limited partnership. Its sole general partner is WCAS VI Partners, L.P., a Delaware limited partnership.

WCAS Information Partners, L.P. is a Delaware limited partnership. Its sole general partner is WCAS INFO Partners, a Delaware general partnership.

WCAS Capital Partners III, L.P. is a Delaware limited partnership. Its sole general partner is WCAS CP III Associates, L.L.C., a Delaware limited liability company.

