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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)**

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**AMDOCS LIMITED**

*(Name of Subject Company (Issuer))*

**Amdocs Limited**

*(Name of Filing Persons (Offeror))*

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**0.50% Convertible Senior Notes due 2024**

*(Title of Class of Securities)*

**02342TAC3**

**02342TAD1**

*(CUSIP Number of Class of Securities)*

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**Amdocs, Inc.**

**1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017**

**Attention: Thomas G. O'Brien, Treasurer**

**(314) 212-8328**

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

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

**Robert A. Schwed, Esq.**

**WilmerHale LLP**

**300 Park Avenue**

**New York, New York 10022**

**(212) 937-7200**

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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: \$13,043

Form or Registration No.: Schedule TO-I

Filing party: Amdocs Limited

Date filed: 02/13/2009

- 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. 2

This Amendment No. 2, 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 February 13, 2009, as amended and supplemented on February 19, 2009 (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 February 13, 2009 (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 9:00 a.m., Eastern time, on March 16, 2009.

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 9:00 a.m., Eastern time, on Monday, March 16, 2009. Amdocs has accepted for purchase \$330,780,000 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 March 16, 2009, 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(b) 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)(ii) Press Release Regarding Results of the Offer, dated March 16, 2009.”

**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/ Thomas G. O'Brien

Thomas G. O'Brien  
*Treasurer and Secretary*  
*Authorized U.S. Representative*

Date: March 16, 2009

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(i)	Notice of Put Right and Offer to Purchase, dated February 13, 2009.*
(a)(1)(ii)	Letter of Transmittal, dated February 13, 2009.*
(a)(1)(iii)	Letter to Clients, dated February 13, 2009.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 13, 2009.*
(a)(1)(v)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(5)(i)	Press Release Regarding Offer, dated February 13, 2009.*
(a)(5)(ii)	Press Release Regarding Results of the Offer, dated March 16, 2009.
(b)	Credit Agreement, dated as of November 27, 2007, among Amdocs Limited, certain of its subsidiaries, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent, J.P. Morgan Europe Limited, as London agent, and JPMorgan Chase Bank, N.A., Toronto branch, as Canadian agent (incorporated by reference to Exhibit 4.b.9 to Amdocs' Annual Report on Form 20-F, filed December 3, 2007).
(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.

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\* 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 — March 16, 2009 — Amdocs Limited (NYSE: DOX), a market leader in 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 16, 2009 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 February 13, 2009. The note holders' option to surrender their notes for repurchase in connection with this offer ended today at 9:00 a.m., Eastern time.

Amdocs has been advised by the Paying Agent, The Bank of New York Mellon, that \$330,780,000 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 \$330,780,000. Amdocs expects to pay for the notes with a combination of available cash and borrowings under its revolving credit facility. The untendered \$1,020,000 principal amount of notes will remain as obligations of Amdocs, due 2024, in accordance with their terms.

#### **About Amdocs**

Amdocs is the market leader in customer experience systems innovation, enabling world-leading service providers to deliver an integrated, innovative and the intentional customer experience™ – at every point of service. Amdocs provides solutions that deliver customer experience excellence, combining the software, service and expertise to help its customers execute their strategies and achieve service, operational and financial excellence. A global company with revenue of \$3.16 billion in fiscal 2008, Amdocs has more than 17,000 employees and serves customers in more than 50 countries around the world. Amdocs Limited is registered at the Companies Registry in Guernsey and has been assigned company number 19528, with its registered office situated at Suite 5, Tower Hill House, Le Bordinge, St Peter Port, Guernsey, GY1 3QT. For more information, visit Amdocs at [www.amdocs.com](http://www.amdocs.com).

#### **Forward-Looking Statements**

This press release contains "forward-looking statements" that involve significant risks and uncertainties. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements regarding the method of Amdocs' payment for the notes, any statements of expectation or belief, and any statements of assumptions underlying any of the foregoing. Investors and security holders are cautioned not to place undue reliance on these forward-looking statements. Actual results could differ materially from those currently anticipated due to a number of risks and uncertainties. Risks and uncertainties that could cause results to differ from expectations include risks and uncertainties discussed in the tender offer documents to be filed today by Amdocs with the SEC. Amdocs undertakes no obligation to update any forward-looking statements as a result of new information, future developments or otherwise.

#### **Contact:**

Thomas G. O'Brien  
Treasurer and Vice President of Finance and Investor Relations  
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314-212-8328  
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