

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. 2)[FN1]

Amdocs Limited

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G02602 10 3

(CUSIP Number)

December 31, 2000

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule  
is Filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

[FN]

1The 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.

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	Welsh, Carson, Anderson & Stowe VII, 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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5)	Sole Voting Power	10,677,281 Ordinary Shares
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Owned by Each  
Reporting Person  
With:

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6) Shared Voting  
Power -0-  
-----  
7) Sole Disposi- 10,677,281 Ordinary  
tive Power Shares  
-----  
8) Shared Dis-  
positive Power -0-  
-----

9) Aggregate Amount Beneficially 10,677,281 Ordinary  
Owned by Each Reporting Person Shares

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

-----  
11) Percent of Class  
Represented by 4.8%  
Amount in Row (9)

-----  
12) Type of Reporting  
Person PN

-----  
1) Name of Reporting Person Welsh, Carson,  
I.R.S. Identification Anderson & Stowe  
No. of Above Person VI, L.P.  
(Entities Only)  
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2) Check the Appropriate Box (a) [ X ]  
if a Member of a Group (b) [ ]  
-----

3) SEC Use Only  
-----

4) Citizenship or Place Delaware  
of Organization  
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-----  
Number of 5) Sole Voting 3,119,488 Ordinary  
Shares Beneficially Owned by Each Reporting Person  
With: Power Shares  
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6) Shared Voting  
Power -0-  
-----

7) Sole Disposi- 3,119,488 Ordinary  
tive Power Shares  
-----

8) Shared Dis-  
positive Power -0-  
-----

9) Aggregate Amount Beneficially 3,119,488 Ordinary  
Owned by Each Reporting Person Shares  
-----

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

11) Percent of Class  
Represented by 1.4%  
Amount in Row (9)  
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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)		
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2)	Check the Appropriate Box	(a)	[ X ]
	if a Member of a Group	(b)	[   ]
-----			
3)	SEC Use Only		
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4)	Citizenship or Place	Delaware	
	of Organization		
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Number of	5)	Sole Voting	2,788,571 Ordinary
Shares Beneficially		Power	Shares
Owned by Each			
Reporting Person			
With:			
	-----		
	6)	Shared Voting	
		Power	-0-
	-----		
	7)	Sole Disposi-	2,788,571 Ordinary
		tive Power	Shares
	-----		
	8)	Shared Dis-	
		positive Power	-0-
	-----		
9)	Aggregate Amount Beneficially	2,788,571 Ordinary	
	Owned by Each Reporting Person	Shares	
-----			
10)	Check if the Aggregate		
	Amount in Row (9)		
	Excludes Certain Shares		
-----			
11)	Percent of Class		
	Represented by	1.3%	
	Amount in Row (9)		
-----			
12)	Type of Reporting		
	Person	PN	

## AMENDMENT NO. 2 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G originally filed on January 29, 1999 and Amendment No. 1 thereto filed on January 10, 2000 (as so amended, 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: 10,677,281 Ordinary Shares  
WCAS VI: 3,119,488 Ordinary Shares  
WCAS IP: 0 Ordinary Shares  
WCAS CP III: 2,788,571 Ordinary Shares

## (b) Percent of Class:

WCAS VII: 4.8%  
WCAS VI: 1.4%  
WCAS IP: 0%  
WCAS CP III: 1.3%

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

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

WCAS VII: 10,677,281 Ordinary Shares  
WCAS VI: 3,119,488 Ordinary Shares  
WCAS IP: 0 Ordinary Shares  
WCAS CP III: 2,788,571 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: 10,677,281 Ordinary Shares  
WCAS VI: 3,119,488 Ordinary Shares

WCAS IP: 0 Ordinary Shares  
WCAS CP III: 2,788,571 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 Partners, L.P., General Partner

By  
-----  
General Partner

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

By /s/ Jonathan M. Rather  
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Attorney-in-Fact

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

By /s/ Jonathan M. Rather  
-----  
Attorney-in-Fact

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

By /s/ Jonathan M. Rather  
-----  
Managing Member

Date: January 29, 2001

