

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Month of November, 1999

AMDOCS LIMITED

Tower Hill House Le Bordage
St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands

Amdocs, Inc.
1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports
under cover of Form 20-F or Form 40-F.)

FORM 20 F X

FORM 40 F

(Indicate by check mark whether the registrant by furnishing the information
contained in this form is also thereby furnishing the information to the
Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of
1934.)

YES

NO X

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On November 30, 1999, pursuant to an Agreement and Plan of Merger, dated as of September 3, 1999 (the "Merger Agreement"), among Amdocs Limited, a corporation organized under the laws of Guernsey, Channel Islands ("Amdocs"), Ivan Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Amdocs ("Acquisition"), and International Telecommunication Data Systems, Inc., a Delaware corporation ("ITDS"), Amdocs acquired ITDS by means of a merger (the "Merger") of Acquisition with and into ITDS, with ITDS as the surviving corporation of the Merger.

Pursuant to the Merger Agreement, each outstanding share of Common Stock of ITDS was converted into the right to receive 0.3717 Ordinary Shares of Amdocs. Based on the capitalization of ITDS as of the closing date, ITDS stockholders have the right to receive approximately 6,450,700 Ordinary Shares of Amdocs. In addition, the 2,979,758 outstanding options to purchase ITDS Common Stock were converted into options to purchase approximately 1,107,621 Ordinary Shares of Amdocs.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) Financial Statements of Businesses Acquired.

The financial statements of ITDS for the fiscal year ended December 31, 1998 included in pages F-31 to F-47 of Amendment No. 2 to Form F-3 of Amdocs (File No. 333-86609), filed with the Securities and Exchange Commission on October 4, 1999, are hereby incorporated by reference herein.

The financial statements of ITDS for the period ended September 30, 1999 are set forth below.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined financial information as of September 30, 1999 and for the twelve months ended September 30, 1999 are not included in this initial report. Such financial information will be filed by amendment not later than February 14, 2000.

EXHIBIT NO. -----	DESCRIPTION -----
2.1	Agreement and Plan of Merger, dated as of September 3, 1999, among Amdocs, Acquisition and ITDS (Incorporated by reference from the Registration Statement on Form F-4 (File No. 333-89673) of Amdocs filed with the Securities and Exchange Commission on October 26, 1999).
23.1	Consent of Ernst & Young LLP.
99.1	Amdocs Limited Press Release dated November 30, 1999.

Financial Statements OF ITDS

International Telecommunication Data Systems, Inc. and Subsidiaries

Consolidated Balance Sheets
(In thousands, except share and per share amounts)

	September 30, 1999	December 31, 1998
	----- (UNAUDITED)	----- (SEE NOTE)
ASSETS		
Current assets:		
Cash and cash equivalents	\$44,155	\$40,735
Accounts receivable, net of allowances for doubtful accounts of \$2,259 and \$2,362, respectively	41,655	34,713
Prepaid expenses and other current assets	3,994	1,843
Deferred income taxes	1,082	840
	-----	-----
Total current assets	90,886	78,131
Property and equipment		
Computers, including leased property under capital leases of \$1,150 in 1999 and 1998	11,565	9,506
Furniture and fixtures	2,578	2,005
Equipment, including leased property under capital leases of \$54 in 1999 and 1998	608	706
Leasehold improvements	1,767	970
	-----	-----
	16,518	13,187
Less: accumulated depreciation and amortization	8,016	5,450
	-----	-----
	8,502	7,737
Other assets:		
Goodwill - net of accumulated amortization of \$5,603 and \$3,010, respectively	45,664	42,249
Product development costs-at cost, net of accumulated amortization of \$10,385 and \$5,810 respectively	23,316	22,511
Deferred income taxes	2,945	4,138
Other	2,083	390
	-----	-----
	74,008	69,288
	-----	-----
Total assets	\$173,396	\$155,156
	=====	=====

SEE NOTES TO FINANCIAL STATEMENTS.

International Telecommunication Data Systems, Inc. and Subsidiaries

Consolidated Balance Sheets
(In thousands, except share and per share amounts)

	September 30, 1999	December 31, 1998
	----- (UNAUDITED)	----- (SEE NOTE)
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$12,726	\$10,921
Accrued expenses and income taxes payable	4,239	2,919
Accrued compensation	3,036	3,026
Customer advances and deferred revenue	6,671	3,862
Current maturities of capital lease obligations	12	74
Other	-	504
	-----	-----
Total current liabilities	26,684	21,306
Capital lease obligations	17	25
 STOCKHOLDERS' EQUITY		
Common Stock, \$.01 par value; 40,000,000 shares authorized, 17,498,063 and 17,313,231 shares issued at September 30, 1999 and December 31, 1998, respectively	175	173
Treasury stock, 177,000 shares at September 30, 1999, at cost	(1,931)	-
Additional paid-in capital	143,718	141,662
Retained earnings (deficit)	4,754	(7,952)
Unearned compensation	(21)	(58)
	-----	-----
Total stockholders' equity	146,695	133,825
	-----	-----
Total liabilities and stockholders' equity	\$173,396	\$155,156
	=====	=====

Note: The balance sheet at December 31, 1998 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

International Telecommunication Data Systems, Inc. and Subsidiaries

Consolidated Statements of Operations
(In thousands, except per share amounts)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	1999	1998	1999	1998
Revenue	\$ 37,266	\$ 28,832	\$ 105,889	\$ 82,198
Costs and expenses:				
Operating expenses	14,538	10,789	40,638	31,571
General, administrative and selling expenses	5,815	5,177	17,238	15,138
Depreciation and amortization	3,544	2,795	9,987	7,903
Systems development and programming costs	6,211	4,068	17,099	11,386
Merger related costs	1,163	-	1,163	-
Personnel and indirect acquisition costs	-	-	-	4,713
In-process research and development	-	-	-	20,800
	-----	-----	-----	-----
	31,271	22,829	86,125	91,511
	-----	-----	-----	-----
Operating income (loss)	5,995	6,003	19,764	(9,313)
Foreign currency loss	(41)	-	(341)	-
Other income	639	524	1,552	952
Interest expense	(32)	(47)	(85)	(2,696)
	-----	-----	-----	-----
Income (loss) before income tax expense (benefit) and extraordinary item	6,561	6,480	20,890	(11,057)
Income tax expense (benefit)	2,569	2,603	8,184	(3,861)
	-----	-----	-----	-----
Income (loss) before extraordinary item	3,992	3,877	12,706	(7,196)
Extraordinary loss (net of \$562 tax benefit)	-	-	-	(826)
	-----	-----	-----	-----
Net Income (loss)	\$ 3,992	\$ 3,877	\$ 12,706	\$ (8,022)
	=====	=====	=====	=====
Income (loss) per common share - basic:				
Income (loss) before extraordinary item	\$ 0.23	\$ 0.22	\$ 0.73	\$ (0.48)
Extraordinary loss	-	-	-	(0.05)
	-----	-----	-----	-----
Net Income (loss)	\$ 0.23	\$ 0.22	\$ 0.73	\$ (0.53)
	=====	=====	=====	=====
Shares used in computing basic income (loss) per common share	17,326	17,253	17,318	15,038
Income (loss) per common share - diluted:				
Income (loss) before extraordinary item	\$ 0.23	\$ 0.21	\$ 0.72	\$ (0.48)
Extraordinary loss	-	-	-	(0.05)
	-----	-----	-----	-----
Net Income (loss)	\$ 0.23	\$ 0.21	\$ 0.72	\$ (0.53)
	=====	=====	=====	=====
Shares used in computing diluted income (loss) per common share	17,444	18,205	17,599	15,038

SEE NOTES TO FINANCIAL STATEMENTS.

International Telecommunication Data Systems, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998
	-----	-----
OPERATING ACTIVITIES		
Net income (loss)	\$ 12,706	\$ (8,022)
Adjustments to reconcile net income (loss) before extraordinary loss to net cash provided by operating activities:		
Write off of in-process research and development	-	20,800
Depreciation and amortization	9,987	8,004
Deferred income taxes	952	(7,064)
Amortization of unearned compensation	37	161
Change in operating assets and liabilities:		
Accounts receivable	(6,941)	(16,326)
Prepaid expenses	(2,152)	(96)
Customer advances and deferred revenue	2,809	1,601
Accounts payable, accrued expenses and accrued compensation	2,631	5,561
Other assets and liabilities, net	45	2,353
	-----	-----
Net cash provided by operating activities	20,074	6,972
INVESTING ACTIVITIES		
Capital expenditures	(3,331)	(2,709)
Investment in software/business alliance	(2,000)	-
Purchase of Intelicom	(6,000)	(73,832)
Product development costs	(5,380)	(5,295)
	-----	-----
Net cash used for investing activities	(16,711)	(81,836)
FINANCING ACTIVITIES		
Principal payment of long-term debt	(70)	(70,177)
Proceeds from long term debt	-	70,000
Treasury stock	(1,931)	-
Proceeds from sale of common stock	1,716	84,817
Financing fee related to acquisition	-	(1,483)
Tax benefit associated with stock options	342	1,666
	-----	-----
Net cash provided by financing activities	57	84,823
Net increase in cash and cash equivalents	3,420	9,959
Cash and cash equivalents at beginning of period	40,735	28,967
	-----	-----
Cash and cash equivalents at end of period	\$ 44,155	\$ 38,926
	=====	=====
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 85	\$ 2,695
Cash paid during the period for taxes	\$ 5,790	\$ 1,220

SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND
FINANCIAL ACTIVITIES:

In 1998, the Company issued 606,673 shares of its common stock, valued at \$10 million, to CSC as partial financing of the acquisition of ITDS Intelicom Services, Inc.

SEE NOTES TO FINANCIAL STATEMENTS.

International Telecommunication Data Systems, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month and nine month periods ended September 30, 1999 are not necessarily indicative of the results that may be expected for the year ended December 31, 1999. For further information, refer to the financial statements and footnotes thereto included in the International Telecommunication Data Systems, Inc. (the "Company" or "ITDS") Annual Report on Form 10K for the year ended December 31, 1998.

CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

On January 2, 1998, the Company acquired a subsidiary of Computer Sciences Corporation ("CSC"), a provider of billing and customer care software, by acquiring all of the outstanding Capital Stock of CSC Intelicom Inc. (now known as ITDS Intelicom Services, Inc.) ("Intelicom"). This acquisition was accounted for using the purchase method of accounting. The purchase price, after working capital adjustments of approximately \$14.2 million, aggregated \$83.7 million, before direct costs of approximately \$1.2 million and consisted of 606,673 shares of Common Stock of the Company valued at \$10 million (before registration costs of \$100,000) and \$73.8 million in cash. In addition, the Company made a \$6 million payment in January 1999, which was contingent upon certain performance factors. The assets acquired and liabilities assumed were recorded at their estimated fair value on the date of acquisition and the purchase price in excess of the fair market value of the assets acquired of approximately \$45.3 million is being amortized over 15 years. The additional \$6 million payment is being amortized over the remaining life of the original goodwill, 14 years. In connection with the acquisition the Company received current assets of \$5.9 million, product development costs of \$16.6 million, and other non-current assets of \$3 million and assumed accrued liabilities of \$7.9 million. In addition, purchased research and development costs of \$20.8 million, and personnel and indirect acquisition costs of \$4.2 million, (principally hiring and temporary staff of \$1.3 million, special bonuses paid to company's employees and management of \$2.3 million and systems and other costs of \$600,000) associated with the Intelicom acquisition have been expensed in 1998. The operations of Intelicom are included with the Company's financial statements since the date of acquisition.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

COMPREHENSIVE INCOME

For the three and nine months ended September 30, 1999 and 1998, the Company had no other comprehensive income.

2. STRATEGIC BUSINESS ALLIANCE

On February 9, 1999, the Company announced it has formed a strategic business alliance with Novazen, Inc. to include Novazen's Internet-based billing and customer care software in ITDS' proprietary suite of products and services. In addition to other distribution rights, the alliance gives ITDS the exclusive right to provide its clients with Novazen's advanced Internet-based billing and customer communication software. This software will function with all of ITDS' proprietary service bureau products and services, which already offer wireless service providers with customer acquisition, billing, customer care and process control.

As part of the transaction, a payment of \$2 million was made principally to secure certain software rights. An ownership interest in Novazen was also received. The software rights, including all enhancement and modification to the software, are being amortized over a four year period. The Company's ownership interest in Novazen is being accounted for under the cost method.

3. INCOME TAX

Income tax provisions for interim periods, other than unusual items, are based on estimated effective annual income tax rates. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the tax bases, projected state tax rates and financial reporting bases of assets and liabilities.

The differences between the effective tax rate and the federal statutory rate is primarily a result of state income taxes and in 1998 the tax benefit anticipated from the nonrecurring costs associated with the Intelicom acquisition.

4. EARNINGS PER SHARE

In February 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 128, EARNINGS PER SHARE "SFAS 128", which revises the methodology of calculating earnings per share. The Company adopted SFAS 128 in the fourth quarter of 1997. In accordance with SFAS 128, all common stock equivalents that have a dilutive effect on earnings per share are included in the calculation for dilutive income per share.

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated.

	Three Months Ended September 30		Nine Months Ended September 30	
	1999	1998	1999	1998
In thousands, except per share data				
BASIC:				
Net income (loss)	\$ 3,992	\$ 3,877	\$ 12,706	\$ (8,022)
Average shares outstanding	17,326	17,253	17,318	15,038
Income (loss) before extraordinary item	\$ 0.23	\$ 0.21	\$ 0.73	\$ (0.48)
Extraordinary loss	--	--	--	(0.05)
Net Income (loss)	\$ 0.23	\$ 0.21	\$ 0.73	\$ (0.53)
DILUTED:				
Net income (loss)	\$ 3,992	\$ 3,877	\$ 12,706	\$ (8,022)
Average shares outstanding	17,326	17,253	17,318	15,038
Net effect of dilutive stock options-based on the treasury stock method	118	952	281	--
Totals	17,444	18,205	17,599	15,038
Income (loss) before extraordinary item	\$ 0.23	\$ 0.21	\$ 0.72	\$ (0.48)
Extraordinary loss	--	--	--	(0.05)
Net Income (loss)	\$ 0.23	\$ 0.21	\$ 0.72	\$ (0.53)

Notes to Consolidated Financial Statements

(Unaudited)

5. OFFICER, DIRECTOR AND EMPLOYEE LOANS

For the period ended September 30, 1999 and December 31, 1998, prepaid expenses and other current assets and other long-term assets included loans and advances to certain officers, directors and employees of the Company, of approximately \$560,913 and \$374,750, respectively.

6. RECENT DEVELOPMENTS

On September 3, 1999, the Company entered into an agreement with Amdocs, Ltd. pursuant to which Amdocs, Ltd. will acquire all of the outstanding shares of ITDS in a stock-for-stock merger transaction. Amdocs, Ltd. will account for this transaction under the purchase method of accounting. In the merger, each ITDS common share will be exchanged for a number of Amdocs, Ltd. ordinary shares equal to \$10.50 divided by the trading value of an Amdocs, Ltd. ordinary share so long as the trading value of an Amdocs, Ltd. ordinary share is between \$22.81 and \$28.25. The trading value will be determined by taking the average of the closing prices for an Amdocs, Ltd. ordinary share over the ten trading days ending two business days before the closing date. In no event will the exchange ratio be less than 0.3717 or more than 0.4603. Closing of the merger is subject to the approval of ITDS' shareholders, as well as certain other customary closing conditions.

7. LEGAL PROCEEDINGS

Intelicom, a wholly-owned subsidiary of the Company acquired in January 1998 from Computer Sciences Corporation ("CSC") is party to litigation and has been threatened with litigation in connection with the operation of its business prior to its acquisition by the Company. Pursuant to the terms of the acquisition, CSC and certain of its affiliates are obligated to defend and indemnify the Company against obligations arising out of such litigation or threatened litigation.

The Company does not believe that any liabilities relating to any of the legal proceedings to which it is a party are likely to be, individually or in the aggregate, material to its consolidated financial position or results of operations.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMDOCS LIMITED

Date: December 10, 1999

/s/ Thomas G. O'Brien

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

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
-----	-----
2.1	Agreement and Plan of Merger, dated as of September 3, 1999, among Amdocs, Acquisition and ITDS (Incorporated by reference from the Registration Statement on Form F-4 (File No. 333-89673) of Amdocs filed with the Securities and Exchange Commission on October 26, 1999).
23.1	Consent of Ernst & Young LLP.
99.1	Amdocs Limited Press Release, dated November 30, 1999.

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Form 6-K of Amdocs Limited of our report dated February 16, 1999, with respect to the financial statements and schedules of International Telecommunication Data Systems, Inc. included in Amendment No 2 to Form F-3 of Amdocs Limited (File No. 333-86609) filed on October 4, 1999.

/s/ Ernst & Young LLP

Stamford, Connecticut
December 8, 1999

AMDOCS LIMITED COMPLETES INTERNATIONAL TELECOMMUNICATION DATA SYSTEMS INC.
ACQUISITION

ST. LOUIS - November 30, 1999 - Amdocs Limited (NYSE: DOX), a major international provider of customer care, billing and order management solutions to the telecom industry, today announced the completion of its previously announced merger with International Telecommunication Data Systems Inc. (ITDS), a leading provider of outsourcing and service bureau solutions to telecom companies. The merger was approved today by the shareholders of ITDS at a special meeting. As a result of the merger, ITDS has become a wholly owned subsidiary of Amdocs.

In the merger, each outstanding share of ITDS common stock was converted into the right to receive 0.3717 Amdocs ordinary shares. As of the record date of October 22, 1999, there were 17,498,063 shares of ITDS common stock outstanding.

"We are confident that our acquisition of ITDS will enhance our market leadership position," said Avinoam Naor, President and Chief Executive Officer of Amdocs Management Limited. "Our customers and prospects have reacted positively to the strategy represented by the acquisition. Amdocs now offers the strongest combination of system solutions and outsourcing capabilities in the telecom customer care and billing market."

Naor added, "As the integration of ITDS and Amdocs enters the operational phase, we are proud to welcome the ITDS employees into our global family. I am confident that all of our constituents will benefit from this transaction, including new and existing shareholders, customers, and employees. Amdocs is fully committed to continuing support for ITDS customers, and we hope to build on these relationships for mutual success moving forward."

ITDS is an industry leader in outsourcing of billing operations. With state-of-the-art data centers located in Stamford, Connecticut and Champaign, Illinois, and a staff of approximately 750 professionals, ITDS produces almost 9 million telephone invoices each month. ITDS provides its customers with a full range of operations support, including subscriber billing, subscriber activation, remittance processing, collections, data retrieval and reporting, electronic funds transfer, credit management, inventory management, and data archiving.

About Amdocs

Amdocs is a leading provider of product-driven customer care, billing and order management solutions to premier telecommunications companies worldwide. Amdocs has an unparalleled success record in project delivery of its mission-critical products. Human resources of more than 4,600 information systems professionals are exclusively dedicated to the telecommunications industry. Amdocs has an installed base of more than 300 successful projects in more than 75 major telecommunications companies throughout the world. For more information visit our Web site at www.amdocs.com

This news release may contain certain forward-looking statements relating to the future performance of Amdocs Ltd. and ITDS. The forward-looking information is within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Act of 1934, and subject to certain risks and uncertainties, and actual results may differ materially. These risks and uncertainties are described in greater detail in Amdocs' and ITDS' filings with the Securities and Exchange Commission.

For more information contact:

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