

WELSH CARSON ANDERSON & STOWE VII LP ET AL
Form SC 13G/A
January 09, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)
(Amendment No. 3) 1

Amdocs Limited

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G02602 10 3

(CUSIP Number)

December 31, 2001

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)

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.

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

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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	5,527,054 Ordinary Shares
6) Shared Voting Power	-0-
7) Sole Dispositive Power	5,527,054 Ordinary Shares
8) Shared Dispositive Power	-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 5,527,054 Ordinary Shares

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

11) Percent of Class Represented by Amount in Row (9) 2.5%

12) Type of Reporting Person PN

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

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	1,614,792 Ordinary Shares
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6)	Shared Voting Power		-0-
7)	Sole Dispositive Power	1,614,792	Ordinary Shares
8)	Shared Dispositive Power		-0-
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,614,792	Ordinary Shares
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
11)	Percent of Class Represented by Amount in Row (9)		0.7%
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 Capital Partners III, L.P.
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 1,443,494 Ordinary Shares
		6)	Shared Voting Power -0-
		7)	Sole Dispositive Power 1,443,494 Ordinary Shares
		8)	Shared Dispositive Power -0-
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,443,494	Ordinary Shares

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

11) Percent of Class
Represented by 0.7%
Amount in Row (9)

12) Type of Reporting
Person PN

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Amendment No. 3 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G originally filed on January 29, 1999, Amendment No. 1 thereto filed on January 10, 2000 and Amendment No. 2 thereto filed on January 31, 2001 (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: 5,527,054 Ordinary Shares
WCAS VI: 1,614,792 Ordinary Shares
WCAS CP III: 1,443,494 Ordinary Shares

(b) Percent of Class:

WCAS VII: 2.5%
WCAS VI: 0.7%
WCAS CP III: 0.7%

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

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

WCAS VII: 5,527,054 Ordinary Shares
WCAS VI: 1,614,792 Ordinary Shares
WCAS CP III: 1,443,494 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: 5,527,054 Ordinary Shares
WCAS VI: 1,614,792 Ordinary Shares
WCAS CP III: 1,443,494 Ordinary Shares

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

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

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following [X].

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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/ Jonathan M. Rather

General Partner

WELSH, CARSON, ANDERSON & STOWE VI, L.P.
By: WCAS VI Partners, L.P., 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 9, 2002