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AMDOCS LTD
Form SC 13D
July 15, 2002

CUSIP NO. G02602 10 3

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No.)1

Amdocs Limited

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G02602 10 3

(CUSIP Number)

Welsh, Carson, Anderson
& Stowe IX, L.P.,
320 Park Avenue, Suite 2500
New York, New York 10022
Attention: Jonathan M. Rather
Tel. (212) 893-9500

Robert A. Schwed, Esq.
Reboul, MacMurray, Hewitt
& Maynard
45 Rockefeller Plaza
New York, New York 10111
Tel. (212) 841-5700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 5, 2002

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G
to report the acquisition which is the subject of this Schedule 13D,
and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or
13d-1(g), check the following box [].

1 The 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 I.R.S. Identification No. of Above Person (Entities Only)		Welsh, Carson, Ander- son & Stowe IX, L.P.

2)	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	

3)	SEC Use Only		

4)	Source of Funds		WC

5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		Not Applicable

6)	Citizenship or Place of Organization		Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7)	Sole Voting Power	6,756,602 Ordinary Shares

	8)	Shared Voting Power	-0-

	9)	Sole Disposi- tive Power	6,756,602 Ordinary Shares

	10)	Shared Dis- positive Power	-0-

11)	Aggregate Amount Beneficially Owned by Each Reporting Person		6,756,602 Ordinary Shares

12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		

13)	Percent of Class Represented by Amount in Row (11)		3.1%

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14) Type of Reporting Person PN

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1) Name of Reporting Person Welsh, Carson, Ander-
I.R.S. Identification son & Stowe VII, 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) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is Not Applicable
Required Pursuant to
Items 2(d) or 2(e)

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7) Sole Voting Power 5,527,054 Ordinary Shares

8) Shared Voting Power -0-

9) Sole Dispositive Power 5,527,054 Ordinary Shares

10) Shared Dispositive Power -0-

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

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) 2.6%

14) Type of Reporting

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Person

PN

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- 1) Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) Welsh, Carson, Anderson & Stowe VI, L.P.
-
- 2) Check the Appropriate Box if a Member of a Group (a) (b)
-
- 3) SEC Use Only
-
- 4) Source of Funds Not Applicable
-
- 5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
-
- 6) Citizenship or Place of Organization Delaware
-
- | | | |
|---|------------------------------|---------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) Sole Voting Power | 1,614,792 Ordinary Shares |
| | 8) Shared Voting Power | -0- |
| | 9) Sole Dispositive Power | 1,614,792 Ordinary Shares |
| | 10) Shared Dispositive Power | -0- |
-
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,614,792 Ordinary Shares
-
- 12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
-
- 13) Percent of Class Represented by Amount in Row (11) 0.8%

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14) Type of Reporting Person PN

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1) Name of Reporting Person WCAS Capital Partners
 I.R.S. Identification 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) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7) Sole Voting Power 1,443,494 Ordinary Shares

8) Shared Voting Power -0-

9) Sole Dispositive Power 1,443,494 Ordinary Shares

10) Shared Dispositive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,443,494 Ordinary Shares

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by 0.7%

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Amount in Row (11)

14) Type of Reporting Person PN

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Schedule 13D

Item 1. Security and Issuer.

This statement relates to the Ordinary Shares (the "Ordinary Shares") of Amdocs Limited, an Island of Guernsey corporation ("Amdocs" or the "Issuer"). The principal executive offices of the Issuer's principal United States subsidiary are located at 1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017.

Item 2. Identity and Background.

(a) Pursuant to Rule 13d-1(k)(1)-(2) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby file this statement on Schedule 13D on behalf of Welsh, Carson, Anderson & Stowe IX, L.P., a Delaware limited partnership ("WCAS IX"), 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"), and WCAS Capital Partners III, L.P., a Delaware limited partnership ("WCAS CP III"). WCAS IX, WCAS VII, WCAS VI, and WCAS CP III are sometimes hereinafter referred to as the "Reporting Persons". The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act. The Agreement among the Reporting Persons to file as a group (the "Group Agreement") is attached hereto as Exhibit A.

WCAS IX

(b)-(c) WCAS IX is a Delaware limited partnership. The principal business of WCAS IX is that of a private investment partnership. The sole general partner of WCAS IX is WCAS IX Associates, L.L.C., a Delaware limited liability company ("IX Associates"). The principal business of IX Associates is that of acting as the general partner of WCAS IX. The principal business and principal office address of WCAS IX, IX Associates and the managing members of IX Associates is 320 Park Avenue, Suite 2500, New York, New York 10022. The managing members of IX Associates are citizens of the United States, and their respective principal occupations are set forth below.

WCAS VII

(b)-(c) WCAS VII is a Delaware limited partnership. The principal business of WCAS VII is that of a private investment partnership. The sole general partner of WCAS VII is WCAS VII Partners, L.P., a Delaware limited partnership ("VII Partners"). The principal business of VII Partners is that of

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acting as the general partner of WCAS VII. The principal business and principal office address of WCAS VII, VII Partners and the general partners of VII Partners is 320 Park Avenue, Suite 2500, New York, New York 10022. The general partners of VII Partners are citizens of the United States, and their respective principal occupations are set forth below.

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WCAS VI

(b)-(c) WCAS VI is a Delaware limited partnership. The principal business of WCAS VI is that of a private investment partnership. The sole general partner of WCAS VI is WCAS VI Partners, L.P., a Delaware limited partnership ("VI Partners"). The principal business of VI Partners is that of acting as the general partner of WCAS VI. The principal business and principal office address of WCAS VI, VI Partners and the general partners of VI Partners is 320 Park Avenue, Suite 2500, New York, New York 10022. The general partners of VI Partners are citizens of the United States, and their respective principal occupations are set forth below.

WCAS CP III

(b)-(c) WCAS CP III is a Delaware limited partnership. The principal business of WCAS CP III is that of a private investment partnership. The sole general partner of WCAS CP III is WCAS CP III Associates, L.L.C., a Delaware limited liability company ("CP III Associates"). The principal business of CP III Associates is that of acting as the general partner of WCAS CP III. The principal business and principal office address of WCAS CP III, CP III Associates and the managing members of CP III Associates is 320 Park Avenue, Suite 2500, New York, New York 10022. The managing members of CP III Associates are citizens of the United States, and their respective principal occupations are set forth below.

Name ----	Occupation -----
Patrick J. Welsh	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners and VI Partners
Russell L. Carson	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners and VI Partners
Bruce K. Anderson	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners and VI Partners
Thomas E. McInerney	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners and VI Partners
Robert A. Minicucci	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners and VI Partners
Anthony J. deNicola	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners and VI Partners
Paul B. Queally	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners and VI Partners
Lawrence B. Sorrel	Managing Member, IX Associates and CP III Associates,

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	General Partner, VII Partners
Jonathan M. Rather	Managing Member, IX Associates and CP III Associates, General Partner, VII Partners
John D. Clark	Managing Member, IX Associates

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Sanjay Swani	Managing Member, IX Associates
D. Scott Mackesy	Managing Member, IX Associates
James R. Matthews	Managing Member, IX Associates

(d) None of the entities or individuals identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or individuals identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds and Other Consideration.

Between July 1, 2002 and July 10, 2002, WCAS IX purchased an aggregate 6,756,602 Ordinary Shares in open market transactions, at an average purchase price of \$7.87 per share. The source of funds for such purchases was WCAS IX's working capital, or funds available for investment. The managing members of IX Associates also purchased, between July 1, 2002 and July 10, 2002, an aggregate 202,698 Ordinary Shares in open market transactions, at an average purchase price of \$7.87 per share. The sources of funds for such purchases were such individuals' personal funds. The Ordinary Shares held by WCAS VII, WCAS VI and WCAS CP III were acquired in privately-negotiated transactions prior to the Issuer's initial public offering.

Item 4. Purpose of Transaction.

WCAS IX has acquired securities of the Issuer for investment purposes. WCAS IX intends to review its investment in the Issuer and may, based on such review as well as other factors (including, among other things, its evaluation of the Issuer's business, prospects and financial condition, amounts and prices of available securities of the Issuer, the market for the Issuer's securities, other opportunities available to WCAS IX and general market and economic conditions), acquire additional securities of the Issuer, on the open market or in privately negotiated transactions. In addition, based on its review and/or discussions with management, WCAS IX may explore from time to time a possible restructuring of the Issuer. WCAS IX reserves the right at any time to change its present intention with respect to any or all of the matters referred to in this Item 4, or to dispose of any or all of the securities of the Issuer purchased by it.

Bruce K. Anderson, a managing member of IX Associates and CP III Associates and a general partner of VII Partners and VI Partners, is a Director

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and the Chairman of the Board of the Issuer. Robert A. Minicucci, also a managing member of IX Associates and CP III Associates and a general partner of VII Partners and VI Partners, is also a member of the Issuer's Board of Directors. Except as set forth in this Item 4, neither the Reporting

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Persons nor, to their knowledge, Mr. Anderson, Mr. Minicucci or any of the other managing members of IX Associates or CP III Associates or general partners of VII Partners or VI Partners has any current plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, although the Reporting Persons and such other persons do not rule out the possibility of effecting or seeking to effect any such actions in the future.

Item 5. Interest in Securities of the Issuer.

The information below is based on a total of 215,483,263 Ordinary Shares outstanding as of June 24, 2002.

(a)

WCAS IX

WCAS IX owns 6,756,602 Ordinary Shares, or approximately 3.1% of the Ordinary Shares outstanding. IX Associates, as the general partner of WCAS IX, may be deemed to beneficially own the securities owned by WCAS IX.

WCAS VII

WCAS VII owns 5,527,054 Ordinary Shares, or approximately 2.6% of the Ordinary Shares outstanding. VII Partners, as the general partner of WCAS VII, may be deemed to beneficially own the securities owned by WCAS VII.

WCAS VI

WCAS VI owns 1,614,792 Ordinary Shares, or approximately 0.8% of the Ordinary Shares outstanding. VI Partners, as the general partner of WCAS VI, may be deemed to beneficially own the securities owned by WCAS VI.

WCAS CP III

WCAS CP III owns 1,443,494 Ordinary Shares, or approximately 0.7% of the Ordinary Shares outstanding. CP III Associates, as the general partner of WCAS CP III, may be deemed to beneficially own the securities owned by WCAS CP III.

Managing Members of IX Associates and CP III Associates
and General Partners of VII Partners and VI Partners

(i) Patrick J. Welsh directly beneficially owns 859,801 Ordinary Shares, or approximately 0.4% of the Ordinary Shares outstanding.

(ii) Russell L. Carson directly beneficially owns 601,439 Ordinary

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Shares, and indirectly beneficially owns (through trusts for the benefit of his children) 15,400 Ordinary Shares, or in the aggregate 616,839 Ordinary Shares or approximately 0.3% of the Ordinary Shares outstanding.

(iii) Bruce K. Anderson directly beneficially owns 1,621,110 Ordinary Shares, or approximately 0.8% of the Ordinary Shares outstanding.

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(iv) Thomas E. McInerney directly beneficially owns 639,072 Ordinary Shares, or approximately 0.3% of the Ordinary Shares outstanding.

(v) Robert A. Minicucci directly beneficially owns 283,469 Ordinary Shares, or approximately 0.1% of the Ordinary Shares outstanding.

(vi) Anthony J. deNicola directly beneficially owns 68,764 Ordinary Shares, and indirectly beneficially owns (through a family foundation) 3,000 Ordinary Shares, or in the aggregate 71,764 Ordinary Shares or approximately 0.3% of the Ordinary Shares outstanding or less than 0.1% of the Ordinary Shares outstanding.

(vii) Paul B. Queally directly beneficially owns 34,638 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(viii) Lawrence B. Sorrel directly beneficially owns 15,527 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(ix) Jonathan M. Rather directly beneficially owns 3,119 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(x) John D. Clark directly beneficially owns 1,037 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(xi) Sanjay Swani directly beneficially owns 1,037 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(xii) D. Scott Mackesy directly beneficially owns 2,592 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(xiii) James R. Matthews directly beneficially owns 1,037 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(b) The managing members of IX Associates and CP III Associates and general partners of VII Partners and VI Partners may be deemed to share the power to vote or direct the voting of and to dispose or direct the disposition of the Ordinary Shares owned by WCAS IX, WCAS CP III, WCAS VII and WCAS VI, respectively. Each such person has the sole power to vote or direct the voting of and to dispose or direct the disposition of only the Ordinary Shares that he directly beneficially owns. Each of the managing members of IX Associates and CP III Associates and general partners of VII Partners and VI Partners disclaims beneficial ownership of all Ordinary Shares other than the shares he owns directly or by virtue of his indirect pro rata interest, as a managing member of IX Associates and/or CP III Associates and/or general partner of VII Partners and/or VI Partners, in the shares owned by WCAS IX, WCAS CP III, WCAS VII and/or WCAS VI.

(c) Except as described in Item 3 above, none of the entities or individuals identified in Item 2 above has effected any transactions in the Ordinary Shares in the 60 days prior to the date of this statement.

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(d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of, the

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Ordinary Shares owned by the Reporting Persons.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not Applicable

Item 7. Material to Be Filed as Exhibits.

Group Agreement (Appears at Page 13)

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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 IX, L.P.
By: WCAS IX Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

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

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

By: /s/ Jonathan M. Rather

Managing Member

Dated: July 15, 2002

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EXHIBIT A

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

The undersigned hereby agree that the statement on Schedule 13D to which this Agreement is annexed as Exhibit A 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 IX, L.P.
By: WCAS IX Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

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, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

Dated: July 15, 2002

