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AMDOCS LTD
Form SC 13D/A
August 01, 2003

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. 2)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

William J. Hewitt, Esq.
Ropes & Gray LLP
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 31, 2003

(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 [].

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, Anderson & Stowe IX, L.P.
 I.R.S. Identification
 No. of Above Person
 (Entities Only)

2) Check the Appropriate Box (a)
 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	6,715,835 Ordinary Shares
	8) Shared Voting Power	-0-
	9) Sole Dispositive Power	6,715,835 Ordinary Shares
	10) Shared Dispositive Power	-0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 6,715,835 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%

14) Type of Reporting Person PN

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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	2,928,054 Ordinary Shares
8) Shared Voting Power	-0-
9) Sole Dispositive Power	2,928,054 Ordinary Shares
10) Shared Dispositive Power	-0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,928,054 Ordinary Shares

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

13) Percent of Class Represented by Amount in Row (11) 1.4%

14) Type of Reporting Person PN

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

2) Check the Appropriate Box (a) [X]

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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	855,792 Ordinary Shares
	8) Shared Voting Power	-0-
	9) Sole Dispositive Power	855,792 Ordinary Shares
	10) Shared Dispositive	-0- Power

11) Aggregate Amount Beneficially Owned by Each Reporting Person 855,792 Ordinary Shares

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

13) Percent of Class Represented by Amount in Row (11) 0.4%

14) 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) Source of Funds Not Applicable

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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 764,494 Ordinary Shares

8) Shared Voting Power -0-

9) Sole Dispositive 764,494 Ordinary Shares
Power

10) Shared Dispositive -0- Power

11) Aggregate Amount Beneficially 764,494 Ordinary Shares
Owned by Each Reporting Person

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

13) Percent of Class Represented by 0.4%
Amount in Row (11)

14) Type of Reporting
Person PN

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Amendment No. 2 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with
the Securities and Exchange Commission on July 15, 2002 and Amendment No. 1
thereto filed August 8, 2002 (the "Schedule 13D"). Terms defined on the Schedule
13D are used herein as so defined.

The Schedule 13D is hereby amended as follows:

Item 2. Identity and Background.

Item 2 is hereby amended to remove Lawrence B. Sorrel as a Managing
Member of IX Associates and CP III Associates and a General Partner of VII
Partners.

Item 5. Interest in Securities of the Issuer.

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Item 5 is hereby amended and restated to read in its entirety as follows:

The information below is based on a total of 215,889,000 Ordinary Shares outstanding as of March 31, 2003, as reported in the Issuer's Report on Form 6-K filed on May 15, 2003.

(a)

WCAS IX

WCAS IX owns 6,715,835 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 2,928,054 Ordinary Shares, or approximately 1.4% 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 855,792 Ordinary Shares, or approximately 0.4% 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.

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WCAS CP III

WCAS CP III owns 764,494 Ordinary Shares, or approximately 0.4% 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 937,932 Ordinary Shares, or approximately 0.4% of the Ordinary Shares outstanding.

(ii) Russell L. Carson directly beneficially owns 680,075 Ordinary Shares, and indirectly beneficially owns (through trusts for the benefit of his children) 15,400 Ordinary Shares, or in the aggregate 695,475 Ordinary Shares or approximately 0.3% of the Ordinary Shares outstanding.

(iii) Bruce K. Anderson directly beneficially owns 1,699,241 Ordinary Shares, or approximately 0.8% of the Ordinary Shares outstanding.

(iv) Thomas E. McInerney directly beneficially owns 696,817 Ordinary Shares, or approximately 0.3% of the Ordinary Shares outstanding.

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(v) Robert A. Minicucci directly beneficially owns 324,886 Ordinary Shares, or approximately 0.2% of the Ordinary Shares outstanding.

(vi) Anthony J. deNicola directly beneficially owns 88,237 Ordinary Shares, indirectly beneficially owns (through a family foundation) 12,977 Ordinary Shares and indirectly beneficially owns (through trusts for the benefit of his children) 267 Ordinary Shares, or in the aggregate 101,481 Ordinary Shares or less than 0.1% of the Ordinary Shares outstanding.

(vii) Paul B. Queally directly beneficially owns 61,020 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(viii) Jonathan M. Rather directly beneficially owns 8,984 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(ix) John D. Clark directly beneficially owns 3,474 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(x) Sanjay Swani directly beneficially owns 3,474 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

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(xi) D. Scott Mackesy directly beneficially owns 6,384 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(xii) James R. Matthews directly beneficially owns 3,474 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) On July 31, 2003, Ordinary Shares owned by the Reporting Persons were distributed to their respective partners as follows:

(i) WCAS IX distributed 5,963,000 Ordinary Shares to its partners, including 59,623 to IX Associates, immediately followed by the distribution of such 59,623 shares to the members of IX Associates;

(ii) WCAS VII distributed 2,599,000 Ordinary Shares to its partners;

(iii) WCAS VI distributed 759,000 Ordinary Shares to its partners, including 137,334 to VI Partners, immediately followed by the distribution of such 137,334 shares to the partners of VI Partners; and

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(iv) CP III distributed 679,000 Ordinary Shares to its partners, including 87,348 to CP III Associates, immediately followed by the distribution of such 87,348 shares to the members of CP III Associates.

(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 Ordinary Shares owned by the Reporting Persons.

(e) Not Applicable.

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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

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

By: /s/ Jonathan M. Rather

Managing Member

Dated: August 1, 2003

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