

AFFILIATED COMPUTER SERVICES INC  
 Form 424B3  
 June 22, 2001

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Prospectus Supplement #1  
 (To Prospectus Dated May 29, 2001)

Filed pursuant to Rule 424(b)(3)  
 Registration No. 333-58038

AFFILIATED COMPUTER SERVICES, INC.

\$316,990,000

3.50% Convertible Subordinated Notes due February 15, 2006 and  
 3,649,094 Shares of Class A Common Stock, \$0.01 Par Value Per Share,  
 Issuable Upon Conversion of the Notes

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This prospectus supplement relates to the resale by the holders of  
 Affiliated Computer Services, Inc. 3.50% Convertible Subordinated Notes Due  
 February 15, 2006 and 3,649,094 shares of Class A Common Stock, \$0.01 par value  
 per share, issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with, and may  
 not be delivered or utilized without, the prospectus dated May 29, 2001  
 relating to such notes and shares, including any amendments or supplements  
 thereto. The terms of the notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling  
 Securityholders" in the prospectus is amended by (1) adding the information  
 below with respect to persons not previously listed in the prospectus or in any  
 amendments or supplements thereto, and (2) superceding the information with  
 respect to persons previously listed in the prospectus or in any amendments or  
 supplements thereto that are specified below:

| NAME OF SELLING SECURITYHOLDER<br>-----        | PRINCIPAL AMOUNT<br>OF NOTES<br>BENEFICIALLY<br>OWNED AND<br>OFFERED HEREBY<br>----- | NUMBER OF SHA<br>-----<br>BENEFICIALLY<br>OWNED<br>----- |
|--|--|--|
| NOT PREVIOUSLY LISTED<br>-----                 |  |  |
| Deutsche Banc Alex Brown Inc.....              | \$ 5,520,000   | 63,544   |
| Rhapsody Fund, LP.....                         | 4,000,000  | 46,046   |
| Investcorp - SAM Fund Ltd.....                 | 3,100,000  | 35,686   |
| IMF Convertible Fund.....                      | 700,000  | 8,058  |
| CitiSam Fund Ltd.....                          | 3,000,000  | 34,535   |
| Michigan Professional Insurance Exchange.....  | 110,000  | 1,266  |
| National Fuel Gas Company Retirement Fund..... | 150,000  | 1,726  |
| KBC Financial Products USA.....                | 3,100,000  | 35,686   |
| Mid America Life Insurance Company.....        | 100,000  | 1,151  |

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|  |           |        |
|--|-----------|--------|
| Middle Cities Risk Management Trust..... | 200,000   | 2,302  |
| Midwest Security Life.....               | 270,000   | 3,108  |
| Mutual Protective Insurance Company..... | 1,100,000 | 12,662 |
| NCMIC.....                               | 550,000   | 6,331  |
| National Mutual Insurance Company.....   | 30,000    | 345    |
| New Era Life Insurance Company.....      | 300,000   | 3,453  |
| Oak Casualty Insurance Company.....      | 50,000    | 575    |
| PHICO Insurance Company.....             | 600,000   | 6,907  |
| Physicians Mutual Insurance Company..... | 600,000   | 6,907  |
| Pioneer Insurance Company.....           | 90,000    | 1,036  |
| Republic Mutual Insurance Company.....   | 15,000    | 172    |

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| NAME OF SELLING SECURITYHOLDER<br>-----                                     | PRINCIPAL AMOUNT<br>OF NOTES<br>BENEFICIALLY<br>OWNED AND<br>OFFERED HEREBY<br>----- | NUMBER OF SHA<br>-----<br>BENEFICIALLY<br>OWNED<br>----- |
|---|--|--|
| Standard Mutual Insurance Company.....                                      | 300,000  | 3,453  |
| State National Insurance Company.....                                       | 110,000  | 1,266  |
| Texas Builders Insurance Company.....                                       | 130,000  | 1,496  |
| Texas Hospital Insurance Exchange.....                                      | 30,000   | 345  |
| Transguard Insurance Company of America Inc.....                            | 1,000,000  | 11,511   |
| United National Insurance Company.....                                      | 800,000  | 9,209  |
| VESTA-INEX Insurance Exchange IASA.....                                     | 500,000  | 5,755  |
| Western Home Insurance Company.....   | 200,000  | 2,302  |
| West Virginia Fire Insurance Company.....                                   | 10,000   | 115  |
| Westward Life Insurance Company.....  | 180,000  | 2,072  |
| Wisconsin Lawyers Mutual Insurance Company.....                             | 200,000  | 2,302  |
| Wisconsin Mutual Insurance Company.....                                     | 150,000  | 1,726  |
| World Insurance Company.....  | 120,000  | 1,381  |
| Credit Suisse First Boston Corporation.....                                 | 9,440,000  | 108,670  |
| American Country Insurance Company.....                                     | 600,000  | 6,907  |
| American Founders Life Insurance Company.....                               | 260,000  | 2,993  |
| American Pioneer Life Insurance Company of New<br>York.....                 | 70,000   | 805  |
| American Progressive Life and Health Insurance<br>Company of New York.....  | 70,000   | 805  |
| American Public Entity Excess Pool.....                                     | 80,000   | 920  |
| Baltimore Life Insurance.....   | 300,000  | 3,453  |
| BCS Life Insurance Company.....   | 650,000  | 7,482  |
| Buckeye State Mutual Insurance Company.....                                 | 20,000   | 230  |
| Catholic Mutual Relief Society of America.....                              | 500,000  | 5,755  |
| Catholic Mutual Relief Society of America Retirement<br>Plan and Trust..... | 280,000  | 3,223  |
| Catholic Relief Insurance Company of America.....                           | 600,000  | 6,907  |
| Celina Mutual Insurance Company.....  | 20,000   | 230  |
| Central States Health and Life Company of Omaha.....                        | 300,000  | 3,453  |
| Century-National Insurance Company.....                                     | 900,000  | 10,360   |
| Chicago Mutual Insurance Company.....                                       | 60,000   | 690  |
| Chrysler Insurance Company.....   | 2,250,000  | 25,901   |
| Cumberland Mutual Fire Insurance Company.....                               | 210,000  | 2,417  |

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|   |           |        |
|---|-----------|--------|
| Colonial Life Insurance Company of Texas.....     | 25,000    | 287    |
| Colonial Lloyds Insurance Company.....            | 10,000    | 115    |
| Commonwealth Dealers -- CDLIC.....                | 200,000   | 2,302  |
| Concord Life Insurance Company.....               | 190,000   | 2,187  |
| CSA Fraternal Life Insurance Company.....         | 130,000   | 1,496  |
| Cumberland Insurance Company.....                 | 60,000    | 690    |
| Dakota Truck Underwriters.....                    | 25,000    | 287    |
| Educators Mutual Life Insurance Company.....      | 150,000   | 1,726  |
| Farmers Home Mutual Insurance Company.....        | 450,000   | 5,180  |
| Federated Rural Electric Insurance Exchange.....  | 270,000   | 3,108  |
| First Dakota Indemnity Company.....               | 5,000     | 57     |
| First Mercury Insurance Company.....              | 50,000    | 575    |
| Founders Insurance Company.....                   | 40,000    | 460    |
| Goodville Mutual Casualty Company.....            | 50,000    | 575    |
| Grain Dealers Mutual Insurance.....               | 160,000   | 1,841  |
| Guarantee Trust Life Insurance Company.....       | 1,100,000 | 12,662 |
| Guaranty Income Life Insurance Company.....       | 400,000   | 4,604  |
| Hannover Life Reassurance Company of America..... | 500,000   | 5,755  |

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| NAME OF SELLING SECURITYHOLDER<br>-----                                    | PRINCIPAL AMOUNT<br>OF NOTES<br>BENEFICIALLY<br>OWNED AND<br>OFFERED HEREBY<br>----- | NUMBER OF SHARES<br>-----<br>BENEFICIALLY<br>OWNED<br>----- |
|--|--|---|
| Holy Family Society.....   | 100,000  | 1,151   |
| ISBA Mutual Insurance Company.....   | 230,000  | 2,647   |
| Integrity Mutual Insurance Company.....                                    | 320,000  | 3,683   |
| Kanawha Life Insurance Company.....  | 250,000  | 2,877   |
| Landmark Life Insurance Company.....                                       | 60,000   | 690   |
| Lebanon Mutual Insurance Company.....                                      | 90,000   | 1,036   |
| Loyal Christian Benefit Association.....                                   | 80,000   | 920   |
| Marquette Indemnity and Life Insurance Company.....                        | 70,000   | 805   |
| Medico Life Insurance Company.....   | 900,000  | 10,360  |
| Medmarc Insurance Company.....   | 500,000  | 5,755   |
| PREVIOUSLY LISTED  |  |   |
| -----  |  |   |
| CIBC World Markets.....  | 3,000,000  | 34,535  |
| Goldman Sachs and Company.....   | 3,339,000  | 38,437  |
| HFR Master Fund, Ltd.....  | 400,000  | 4,604   |
| Zurich Institutional Benchmarks Master Fund Ltd.....                       | 1,250,000  | 14,389  |
| SCI Endowment Care Common Trust Fund - National<br>Fiduciary Services..... | 230,000  | 2,647   |
| Radian Guaranty Inc.....   | 1,850,000  | 21,296  |
| Transamerica Life Insurance and Annuity Co. ....                           | 12,000,000   | 138,140   |

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The date of this prospectus supplement is June 22, 2001

