

AMDOCS LTD
Form POS AM
August 16, 2012

As filed with the Securities and Exchange Commission on August 16, 2012

Registration No. 333-67572

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMDOCS LIMITED

(Exact name of registrant as specified in its charter)

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|--|---|
| Island of Guernsey (State or other jurisdiction of incorporation or organization) | Not applicable (I.R.S. Employer Identification Number) |
|--|---|

Suite 5, Tower Hill House Le Bordage
St. Peter Port, Island Of Guernsey, GY1 3QT Channel Islands
011-44-1481-728444
(Address and telephone number of Registrant s principal executive offices)

Amdocs, Inc.
1390 Timberlake Manor Parkway,
Chesterfield, Missouri 63017
Attention: Thomas G. O Brien, Treasurer
314-212-8328
(Name, address and telephone number of agent for service)

Copy to:
Robert A. Schwed
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
Telephone: 212-937-7276
Fax: 212-230-8888

Approximate date of commencement of proposed sale to public: Completed

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

DEREGISTRATION OF SECURITIES

On September 25, 2001, the Securities and Exchange Commission declared effective the registration statement on Form F-3 (File No. 333-67572) (the Registration Statement) filed by Amdocs Limited (the Company) with respect to the resale on a continuous or delayed basis of \$500,000,000 aggregate principal amount of 2% Convertible Notes due 2008 (the Notes) and 5,429,350 ordinary shares, £0.01 par value, of the Company, issuable upon conversion of the Notes (collectively with the Notes, the Securities).

The Registration Statement was filed for the benefit of holders of the Securities (the Holders).

The Company agreed with the initial purchasers of the Notes to use its reasonable efforts to keep the Registration Statement effective until the earliest of: (1) the sale of all registrable securities under the Registration Statement; (2) the expiration of the Securities Act Rule 144(k) period with respect to all registrable securities held by non-affiliates of the Company; and (3) two years from the effective date of the Registration Statement.

In accordance with such agreement, and in accordance with the Company s undertaking under Regulation S-K Item 512(a)(3), the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration all Securities not sold by the Holders pursuant to the Registration Statement. Accordingly, the Company hereby requests that upon the effectiveness of this Post-Effective Amendment No. 1, such Securities be removed from registration.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment No. 1 on Form F-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chesterfield, State of Missouri on August 16, 2012.

AMDOCS LIMITED

By: /s/ Elizabeth W. Gausam McDermon
Elizabeth W. Gausam McDermon

Secretary and Authorized Signatory

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ Robert A. Minicucci Robert A. Minicucci | Chairman of the Board of Directors | August 16, 2012 |
| /s/ Eli Gelman Eli Gelman | Director, Principal Executive Officer | August 16, 2012 |
| /s/ Tamar Rapaport-Dagim Tamar Rapaport-Dagim | Principal Financial and Accounting Officer | August 16, 2012 |
| * Bruce K. Anderson | Director | August 16, 2012 |
| * Adrian Gardner | Director | August 16, 2012 |
| * James S. Kahan | Director | August 16, 2012 |
| /s/ Simon Olswang Simon Olswang | Director | August 16, 2012 |
| /s/ Zohar Zisapel Zohar Zisapel | Director | August 16, 2012 |
| /s/ Julian A. Brodsky Julian A. Brodsky | Director | August 16, 2012 |

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*

Director

August 16, 2012

John T. McLennan

/s/ Giora Yaron

Director

August 16, 2012

Giora Yaron

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| Signature | Title | Date |
|-------------------------|--------------|-----------------|
| /s/ Nehmeia Lemelbaum | Director | August 16, 2012 |
| Nehmeia Lemelbaum | | |
| /s/ Richard T.C. LeFave | Director | August 16, 2012 |
| Richard T.C. LeFave | | |

* By the signature set forth below, the undersigned, pursuant to the duly authorized powers of attorney filed with the Securities and Exchange Commission, has signed this Post-Effective Amendment No. 1 to the Registration Statement on behalf of the persons indicated.

/s/ Robert A. Minicucci
Robert A. Minicucci