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AMDOCS LTD
Form 6-K
March 01, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2004

Commission File Number 1-14840

AMDOCS LIMITED

Suite 5, Tower Hill House Le Bordage
St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands

Amdocs, Inc.
1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

FORM 20-F X FORM 40-F
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Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934:

YES NO X
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On March 1, 2004, Amdocs Limited, a corporation organized under the laws of the Island of Guernsey ("Amdocs"), announced the private placement of \$450.0 million of Convertible Senior Notes due 2024 (the "Notes"), through a Rule 144A offering to qualified institutional buyers. Amdocs granted the initial purchasers of the Notes an option to purchase an additional \$67.5 million to cover over-allotments.

Attached as Exhibit 99.1 and incorporated herein by reference in its entirety is a copy of a press release dated March 1, 2004 announcing the offering.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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AMDOCS LIMITED

/s/ THOMAS G. O'BRIEN

Thomas G. O'Brien
Treasurer and Secretary
Authorized U.S. Representative

Date: March 1, 2004

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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99.1	Amdocs Limited Press Release dated March 1, 2004.