

AMDOCS LTD
Form SC 13D/A
August 26, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §
240.13d-1(a)

AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 14)

AMDOCS LIMITED

(Name of Issuer)

Ordinary Shares, par value £0.01

(Title of Class of Securities)

G02602 10 3

(CUSIP Number)

Wayne Wirtz, Esq.

AT&T Inc.

208 S. Akard St., Room 3024

Dallas, TX 75202

(214) 757-3344

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

August 21, 2009

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

Page 1 of 10

CUSIP NO. G02602 10 3

13D

Page 2 of 10 Pages

| | | | |
|--------------|--|--------------------------|--|
| 1 | NAME OF REPORTING PERSON | | AT&T Inc. (formerly known as SBC Communications Inc.) |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) | | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS (see instructions) | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | Delaware |
| NUMBER OF | 7 | SOLE VOTING POWER | 6,200,000 |
| SHARES | 8 | SHARED VOTING POWER | 37,767,152 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 6,200,000 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER | 37,767,152 |
| EACH | | | |
| REPORTING | | | |
| PERSON | | | |
| WITH | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 9,967,152 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | | |
| | (see instructions) | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | 4.8% |
| 14 | TYPE OF REPORTING PERSON (see instructions) | | HC |

CUSIP NO. G02602 10 3

13D

Page 3 of 10 Pages

| | | |
|----|---|---|
| 1 | NAME OF REPORTING PERSON | AT&T International, Inc. (formerly known as SBC International, Inc.) |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | NUMBER OF | 7 |
| | SHARES BENEFICIALLY | 8 |
| | OWNED BY | 9 |
| | EACH | 10 |
| | REPORTING | |
| | PERSON | |
| | WITH | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 3,267,152 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 1.6% |
| 14 | TYPE OF REPORTING PERSON (see instructions) | CO |

CUSIP NO. G02602 10 3

13D

Page 4 of 10 Pages

| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSON | AT&T Option Delivery, LLC. (formerly known as SBC Option Delivery L.L.C.) |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | NUMBER OF | 7 SOLE VOTING POWER 0 |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER 500,000 | |
| | 9 SOLE DISPOSITIVE POWER 0 | |
| | 10 SHARED DISPOSITIVE POWER 500,000 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 500,000 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 0.2% |
| 14 | TYPE OF REPORTING PERSON (see instructions) | OO |

AMENDMENT NO. 14 TO SCHEDULE 13D
RELATING TO ORDINARY SHARES
OF AMDOCS LIMITED

This statement on Schedule 13D filed on February 22, 2000 (the "Original 13D"), as amended by Amendment No. 1 filed on February 22, 2001, Amendment No. 2 filed on February 27, 2001, Amendment No. 3 filed on June 21, 2001, Amendment No. 4 filed on December 7, 2001, Amendment No. 5 filed on December 7, 2001, Amendment No. 6 filed on January 31, 2002, Amendment No. 7 filed on September 9, 2002, Amendment No. 8 filed on November 14, 2002, Amendment No. 9 filed on June 17, 2004, Amendment No. 10 filed on September 27, 2004, Amendment No. 11 filed on December 28, 2004, Amendment No. 12 filed on November 3, 2005, by AT&T Inc. (formerly known as SBC Communications Inc.) ("AT&T"), and Amendment No. 13 filed on March 21, 2007, is hereby further amended to report a change in ownership of shares of Amdocs Limited (the "Company").

Item 1. Security and Issuer.

This statement relates to the Ordinary Shares, par value £0.01 (the "Shares"), of Amdocs Limited, a company organized under the laws of the Island of Guernsey. The Shares trade on the New York Stock Exchange under the symbol "DOX". The principal executive office of the Company is Suite 5, Tower Hill House Le Bordage, St. Peter Port, Island of Guernsey, XO GY1 3QT.

Item 2. Identity and Background.

- (c) The name, and principal occupations of each executive officer and director of AT&T, AT&T International, Inc. ("ATTI"), and AT&T Hedging Management, LLC (formerly known as SBC Hedging Management L.L.C.) (as manager of AT&T Option Delivery, LLC ("ATTOD")) are set forth in Exhibit 1 hereto, and incorporated herein by reference. The principal business address for the named individuals on Exhibit 1 is 208 S. Akard St., Room 3241, Dallas, Texas, 75202, USA.
- (f) Each of the directors and executive officers listed in Exhibit 1 herein are citizens of the United States, except Jaime Chico Pardo (Director, AT&T Inc.), who is a citizen of Mexico.

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

Not applicable.

Item 4. Purpose of Transaction.

Since the filing of Amendment No. 13 on March 21, 2007, ATTI has disposed of 408,360 Shares through charitable contributions and employee bonuses.

Item 5. Interest in Securities of the Issuer.

(a) ATTI, a wholly-owned subsidiary of AT&T, beneficially owns 3,267,152 Shares representing 1.6% of the outstanding ordinary Shares class. ATTOD, a wholly-owned subsidiary of ATTI, beneficially owns 500,000 Shares representing 0.2% of the outstanding ordinary Shares class. As of June 30, 2009, the capital structure of the Company consists of 203,966,000 Shares (according to Form 6-K filed by the Company on August 10, 2009). AT&T possesses ultimate beneficial ownership of the reported Shares by virtue of its ownership of ATTI and ATTOD.

(b) AT&T beneficial ownership interest:

| | |
|---|------------------|
| Percent of class | 4.8% |
| Sole power to vote or to direct the vote | 6,200,000 Shares |
| Shared power to vote or to direct the vote | 3,767,152 Shares |
| Sole power to dispose or to direct the disposition of | 6,200,000 Shares |
| Shared power to dispose or direct the disposition of | 3,767,152 Shares |

ATTI beneficial ownership interest¹:

| | |
|---|------------------|
| Percent of class | 1.6% |
| Sole power to vote or to direct the vote | 0 Shares |
| Shared power to vote or to direct the vote | 3,267,152 Shares |
| Sole power to dispose or to direct the disposition of | 0 Shares |
| Shared power to dispose or direct the disposition of | 3,267,152 Shares |

ATTOD beneficial ownership interest²:

| | |
|---|----------------|
| Percent of class | 0.2% |
| Sole power to vote or to direct the vote | 0 Shares |
| Shared power to vote or to direct the vote | 500,000 Shares |
| Sole power to dispose or to direct the disposition of | 0 Shares |
| Shared power to dispose or direct the disposition of | 500,000 Shares |

1 AT&T has ultimate control over these Shares by virtue of its ownership of ATTI.

2 Each of AT&T and ATTI has ultimate control over these Shares by virtue of their ownership of ATTOD.

(c) During the last sixty days, ATTI disposed of Shares as follows: See Item 4 herein.

- (e) On August 21, 2009, the reporting persons ceased to be the beneficial owners of more than 5% of the outstanding ordinary Shares of the Issuer.

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

Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit No. Description

- | | |
|---|--|
| 1 | Directors and Executive Officers of AT&T Inc., AT&T International, Inc. and AT&T Hedging Management, LLC (as manager of AT&T Option Delivery, LLC) |
|---|--|

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the statement is true, complete and correct.

AT&T Inc.

Dated: August 21, 2009 By: /s/ Rayford Wilkins, Jr.
Rayford Wilkins, Jr.
Chief Executive Officer – AT&T Diversified
Businesses

AT&T International, Inc.

Dated: August 21, 2009 By: /s/ Rayford Wilkins, Jr.
Rayford Wilkins, Jr.
President and Chairman of the Board

AT&T Option Delivery, LLC
By AT&T Hedging Management, LLC,
Manager of AT&T Option Delivery, LLC

Dated: August 26, 2009 By: /s/ Charles P. Allen
Charles P. Allen
Director, AT&T Hedging Management,
LLC

DIRECTORS AND EXECUTIVE OFFICERS
OF AT&T INC.
(as of August 21, 2009)

| Name | Present Principal Occupation or Employment |
|---------------------------|---|
| Directors | |
| William F. Aldinger III | Retired President and Chief Executive Officer, Capmark Financial Group, Inc. |
| Gilbert F. Amelio | Senior Partner, Sienna Ventures |
| Reuben V. Anderson | Senior Partner, Phelps Dunbar, LLP |
| James H. Blanchard | Retired Chairman of the Board, Synovus Financial Corp. |
| August A. Busch III | Retired Chairman of the Board, Anheuser-Busch Companies, Inc. |
| Jaime Chico Pardo | Chairman of the Board, Telefonos de Mexico |
| James P. Kelly | Retired Chairman of the Board and Chief Executive Officer, United Parcel Service, Inc. |
| Jon C. Madonna | Retired Chairman and Chief Executive Officer, KPMG |
| Lynn M. Martin | President, The Martin Hall Group, LLC |
| John B. McCoy | Retired Chairman and Chief Executive Officer, Bank One Corporation |
| Mary S. Metz | Chair of the Board of Trustees, American Conservatory Theater |
| Joyce M. Roche | President and Chief Executive Officer, Girls Incorporated |
| Laura D'Andrea Tyson | Professor of Global Management, Walter A. Haas School of Business, University of California at Berkeley |
| Patricia P. Upton | President and Chief Executive Officer, Aromatique, Inc. |
| Executive Officers | |
| Randall L. Stephenson | Chairman of the Board, Chief Executive Officer, and President |
| William A. Blase, Jr. | Senior Executive Vice President – Human Resources |
| James W. Callaway | Senior Executive Vice President – Executive Operations |
| James W. Cicconi | Senior Executive Vice President – External and Legislative Affairs |
| Catherine M. Coughlin | Senior Executive Vice President and Global Marketing Officer |
| Rafael de la Vega | President and Chief Executive Officer – AT&T Mobility and Consumer Markets |
| Richard G. Lindner | Senior Executive Vice President and Chief Financial Officer |
| Forrest E. Miller | Group President – Corporate Strategy and Development |
| Ronald E. Spears | President and Chief Executive Officer, AT&T Business Solutions |
| John T. Stankey | President and Chief Executive Officer – AT&T Operations, Inc. |
| Wayne Watts | Senior Executive Vice President – Corporate Development |
| Rayford Wilkins, Jr. | Senior Executive Vice President and General Counsel |
| | Chief Executive Officer – AT&T Diversified Businesses |

DIRECTORS AND EXECUTIVE OFFICERS
OF AT&T INTERNATIONAL, INC.
(as of August 21, 2009)

| Name | Present Principal Occupation or Employment |
|----------------------|--|
| Rayford Wilkins, Jr. | Chairman of the Board and President (also Chief Executive Officer – AT&T Diversified Businesses) |
| William R. Drexel | Director and Senior Vice President, General Counsel and Secretary (also Senior Vice President and Assistant General Counsel – Corporate, AT&T) |
| Rick L. Moore | Director and Senior Vice President – Corporate Development (also Senior Vice President – Corporate Development, AT&T) |
| Michael Bowling | President – Mexico |
| Jonathan P. Klug | Vice President and Treasurer (also Senior Vice President and Treasurer, AT&T) |
| Richard McCormick | Vice President – Operations (also Regional Vice President – Wireless India, AT&T) |
| Lawrence J. Ruzicka | Vice President – Taxes |
| John J. Stephens | Vice President – Finance (also Senior Vice President and Controller, AT&T) |

DIRECTORS AND EXECUTIVE OFFICERS
OF AT&T HEDGING MANAGEMENT, LLC
(as of August 21, 2009)

| Name | Present Principal Occupation or Employment |
|-------------------|--|
| Directors | |
| Charles P. Allen | Assistant Treasurer, AT&T |
| Thomas R. Giltner | General Attorney and Associate General Counsel, AT&T |
| Jonathan P. Klug | Senior Vice President and Treasurer, AT&T |
| John J. Stephens | Senior Vice President and Controller, AT&T |
