AMDOCS LTD
Form SC 13D/A
March 21, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 12)**

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.

175 East Houston

San Antonio, TX 78205

(210) 351-3736

(Name and Address, and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 20, 2007

(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(b)(3) or (4) , check the following box o.

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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| | | | | |
|---|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br>(formerly known as SBC Communications Inc.)<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | AT&T Inc.<br><br>43-1301883 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) [ ]<br>(b) [ ] |
| 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) | | | [ ] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 7 | SOLE VOTING POWER | 6,200,000 |
| | | 8 | SHARED VOTING POWER | 4,517,482 |
| | | 9 | SOLE DISPOSITIVE POWER | 6,200,000 |
| | | 10 | SHARED DISPOSITIVE POWER | 4,517,482 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 10,717,482 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | [ ] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | 5.2% |
| 14 | TYPE OF REPORTING PERSON | | | HC |

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| | | | | |
|---|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br>(formerly known as SBC International, Inc.)<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | AT&T International, Inc.<br><br>43-1308735 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) [ ]<br>(b) [ ] |
| 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) | | | [ ] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 7 | SOLE VOTING POWER | 0 |
| | | 8 | SHARED VOTING POWER | 4,017,482 |
| | | 9 | SOLE DISPOSITIVE POWER | 0 |
| | | 10 | SHARED DISPOSITIVE POWER | 4,017,482 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 4,017,482 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | [ ] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | 1.9% |
| 14 | TYPE OF REPORTING PERSON | | | CO |

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| | | | | |
|---|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br>(formerly known as SBC Option Delivery L.L.C.)<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | AT&T Option Delivery, LLC.<br><br>52-2274463 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) [ ]<br><br>(b) [ ] |
| 3 | SEC USE ONLY | | | |
| 4 | SOURCE OF FUNDS | | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS<br><br>IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | | | [ ] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | Delaware | |
| NUMBER OF | 7 | SOLE VOTING POWER | 0 | |
| | 8 | SHARED VOTING POWER | 500,000 | |
| SHARES BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | 0 | |
| | 10 | SHARED DISPOSITIVE POWER | 500,000 | |
| OWNED BY<br><br>EACH<br><br>REPORTING<br><br>PERSON<br><br>WITH | | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED | | 500,000 | |
| | BY EACH REPORTING PERSON | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN<br><br>ROW (11) EXCLUDES CERTAIN SHARES | | | [ ] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | 0.2% |
| 14 | TYPE OF REPORTING PERSON | | | OO |

**AMENDMENT NO. 13 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, and Amendment No. 12 on November 3, 2005, by AT&T Inc. (formerly known as SBC Communications Inc.) ("AT&T") 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, GY1 3QT Channel Islands.

**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 Exhibits 1, 2 and 3 hereto, respectively, and incorporated herein by reference. The principal business address for the named individuals on Exhibits 1, 2 and 3 is 175 E. Houston, San Antonio, Texas, 78205, USA.

**Item 4. Purpose of Transaction**

Since the filing of Amendment No. 12 on November 3, 2005, ATTI has disposed of 29,946 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 4,017,482 Shares representing 1.9% 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 December 31, 2006, the capital structure of the Company consists of 207,718,000 Shares (according to Form 6-K filed by the Company on February 6, 2007). 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 | 5.2% |
| Sole power to vote or to direct the vote | 6,200,000 Shares |
| Shared power to vote or to direct the vote | 4,517,482 Shares |
| Sole power to dispose or to direct the disposition of | 6,200,000 Shares |
| Shared power to dispose or direct the disposition of | 4,517,482 Shares |

ATTI beneficial ownership interest[1]:

| | |
|---|---|
| Percent of class | 1.3% |
| Sole power to vote or to direct the vote | 0 Shares |
| Shared power to vote or to direct the vote | 4,017,482 Shares |
| Sole power to dispose or to direct the disposition of | 0 Shares |
| Shared power to dispose or direct the disposition of | 4,017,482 Shares |

ATTOD beneficial ownership interest[2]:

| | |
|---|---|
| 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.

**Item 7. Material to be Filed as Exhibits**

| Exhibit No. | Description |
|---|---|
| 1 | Directors and Executive Officers of AT&T Inc. |
| 2 | Directors and Executive Officers of AT&T International, Inc. |
| 3 | Directors and Executive Officers of 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: March 21, 2007

By: /s/ James S. Kahan
James S. Kahan
Senior Executive Vice President

Corporate Development

AT&T International, Inc.

Dated: March 21, 2007

By: /s/ James S. Kahan
James S. Kahan
Executive Vice President Development

AT&T Option Delivery, LLC

By AT&T Hedging Management, LLC,

Manager of AT&T Option Delivery, LLC

Dated: March 21, 2007

By: /s/ Harold E. Rainbolt
Harold E. Rainbolt
Director

Exhibit 1

**DIRECTORS AND EXECUTIVE OFFICERS**

**OF AT&T INC.**

(as of March 20, 2007)

| **Name** | **Present Principal Occupation or Employment** |
|---|---|
| Directors | |
| Edward E. Whitacre, Jr. | Chairman of the Board and Chief Executive Officer |
| William F. Aldinger III | President and Chief Executive Officer, Capmark Financial Group, Inc. |
| Gilbert F. Amelio | Chairman and Chief Executive Officer, Jazz Technologies, Inc. |
| Reuben V. Anderson | Partner, Phelps Dunbar, LLP |
| James H. Blanchard | Chairman of the Board, Synovus Financial Corp. |
| August A. Busch III | Chairman of the Board, Anheuser-Busch Companies, Inc., Retired |
| Martin K. Eby, Jr. | Chairman of the Board, The Eby Corporation, Retired |
| James A. Henderson | Chairman of the Board and Chief Executive Officer, Cummins Inc., Retired |
| James P. Kelly | Chairman of the Board and Chief Executive Officer, United Parcel Service, Inc. |
| Charles F. Knight | Chairman of the Board, Emerson Electric Co., Retired |
| Jon C. Madonna | Chairman and Chief Executive Officer, KPMG |
| Lynn M. Martin | President, The Martin Hall Group, LLC |
| John B. McCoy | Chairman and Chief Executive Officer, Bank One Corporation, Retired |
| Mary S. Metz | Chair of the Board of Trustees, American Conservatory Theater |
| Toni Rembe | Partner, Pillsbury Winthrop, LLP, Retired |
| S. Donley Ritchey | Managing Partner, Alpine Partners |
| Joyce M. Roche | President and Chief Executive Officer, Girls Incorporated |
| Randall L. Stephenson | Chief Operating Officer |
| Laura D Andrea Tyson | Professor of Business Administration and Economics, University of California at Berkeley |
| Patricia P. Upton | President and Chief Executive Officer, Aromatique, Inc. |
| Executive Officers | |
| Edward E. Whitacre | Chief Executive Officer |
| Randall L. Stephenson | Chief Operating Officer |
| James W. Callaway | Senior Executive Vice President Business Development |
| James W. Cicconi | Senior Executive Vice President External and Legislative Affairs |
| James D. Ellis | Senior Executive Vice President and General Counsel |
| Karen E. Jennings | Senior Executive Vice President Advertising and Corporate Communications |
| James S. Kahan | Senior Executive Vice President Corporate Development |
| Richard G. Lindner | Senior Executive Vice President and Chief Financial Officer |
| Forrest E. Miller | Group President Strategic Initiatives and Human Resources |
| Stanley T. Sigman | President and Chief Executive Officer Wireless |
| John T. Stankey | Group President Operations Support |
| Rayford Wilkins, Jr. | Group President |

Exhibit 2

**DIRECTORS AND EXECUTIVE OFFICERS**

**OF AT&T INTERNATIONAL, INC.**

(as of March 20, 2007)

| **Name** | **Present Principal Occupation or Employment** |
|---|---|
| Directors | |
| Rayford Wilkins, Jr. | Group President, AT&T |
| Karen E. Jennings | Senior Executive Vice President Advertising and Corporate Communications, AT&T |
| James S. Kahan | Senior Executive Vice President Corporate Development, AT&T |
| Wayne Watts | Senior Vice President and Associate General Counsel, AT&T |
| Officers | |
| Rayford Wilkins, Jr. | President (Group President, AT&T) |
| Eric D. Boyer | President Mexico |
| James S. Kahan | Executive Vice President Development (Senior Executive Vice President Corporate Development, AT&T) |
| Wayne Watts | Senior Vice President and Secretary (Senior Vice President and Associate General Counsel, AT&T) |
| Kenneth Corcoran | Vice President Wireless Network Operations |
| Andrew Geisse | Vice President IT (Executive Vice President Worldwide Customer Service, AT&T) |
| John B. Gibson | Vice President and Assistant Secretary (General Attorney and Associate General Counsel M&A, AT&T) |
| Richard McCormick | Vice President Operations (Regional Vice President Product Development, AT&T) |
| Rick L. Moore | Vice President Development (Managing Director Corporate Development, AT&T) |
| Lawrence J. Ruzicka | Vice President Taxes |
| John J. Stephens | Vice President Finance (Senior Vice President and Controller, AT&T) |

Exhibit 3

**DIRECTORS AND EXECUTIVE OFFICERS**

**OF AT&T HEDGING MANAGEMENT, LLC**

(as of March 20, 2007)

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