AMDOCS LTD
Form 424B3
October 11, 2001

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PROSPECTUS SUPPLEMENT NO. 2 (TO PROSPECTUS DATED SEPTEMBER 25, 2001)

FILED PURSUANT TO RULE 424(B)(3)
REGISTRATION STATEMENT NO. 333-67572

AMDOCS LIMITED

$500,000,000
2% CONVERTIBLE NOTES DUE JUNE 1, 2008
AND
5,429,350 ORDINARY SHARES ISSUABLE
UPON CONVERSION OF THE NOTES

This prospectus supplement relates to the resale by holders of our 2% Convertible Notes due June 1, 2008 and ordinary shares issuable upon conversion of the notes. This prospectus supplement may only be delivered or used in connection with our prospectus dated September 25, 2001. Our ordinary shares are traded on the New York Stock Exchange under the symbol "DOX."

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PROSPECTUS SUPPLEMENT DATED OCTOBER 11, 2001

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The information appearing in the following table supplements or supersedes in part the information in the table under the caption "Selling Holders", beginning on page 50 in our prospectus and was provided by or on behalf of the selling holders.

NAME AND ADDRESS	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED	ORDINARY SHARES BENEFICIALLY OWNED BEFORE OFFERING	ORDINARY SHARES OFFERED(1)	ORDINARY BENEFICIALL AFTER OFF
				AMOUNT
AXP Variable Portfolio -- Managed Fund, a series of AXP Variable Portfolio Managed Series, Inc. c/o American Express Financial Advisors 50592 AXP Financial Center Minneapolis, MN 55474	$1,460,000	15,853	15,853	0
Citadel Equity Fund LTD c/o Citadel Limited Partnership 225 West Washington Street 9th Floor Chicago, IL 60606	4,285,000	540,729	46,529	494,200
Gaia Offshore Master Fund Ltd. 750 Lexington Avenue	22,000,000	238,891	238,891	0

22nd Floor New York, NY 10022				
Jackson Investment Fund LTD c/o Citadel Limited Partnership 225 West Washington Street 9th Floor Chicago, IL 60606	230,000	71,797	2,497	69,300
Lyxor Master Fund 750 Lexington Avenue 22nd Floor New York, NY 10022	2,000,000	21,717	21,717	0

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* Indicates less than 1%.

(1) Assumes conversion of all the holder's notes at a conversion rate of 10.8587 ordinary shares per each $1,000 principal amount of the notes and resale of all ordinary shares offered hereby. In addition, the per share conversion price, and therefore the number of ordinary shares issuable upon conversion of the notes, is subject to adjustment. As a result, the aggregate principal amount of the notes and the number of shares of ordinary shares issuable upon conversion of the notes may increase or decrease.