

AMDOCS LTD
Form S-8
May 12, 2009

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As filed with the Securities and Exchange Commission on May 12, 2009

Registration Statement No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

AMDOCS LIMITED

(Exact name of registrant as specified in its charter)

Guernsey

(State or other jurisdiction of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification No.)

**Suite 5, Tower Hill House Le Bordage
St. Peter Port, Guernsey, GY1 3QT**

(Address of registrant's principal executive offices)

1998 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED

(Full Title of the Plan)

Amdocs, Inc.

1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017

Attention: Thomas G. O'Brien, Treasurer

(Name and address of agent for service)

(314) 212-8328

(Telephone Number, Including Area Code, of Agent For Service)

The commission is requested to send copies of all communications to:

Robert A. Schwed, Esq.

Wilmer Cutler Pickering Hale and Dorr LLP

399 Park Avenue

New York, New York 10022

(212) 937-7200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|--------------------------------------|---|--|----------------------------------|
| Ordinary Shares, £0.01 par value | 9,000,000 | \$ 20.65(2) | \$ 185,850,000(1) | \$ 10,371 |

(1) Pursuant to Rule 416 of the Securities Act, this Registration Statement shall also cover any additional Ordinary Shares that become issuable under the Plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding Ordinary Shares.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and

based upon the
average of the
high and low
prices of the
Registrant's
Ordinary Shares
as reported on
the New York
Stock Exchange
on May 11,
2009.

The prospectus included in this Registration Statement is a combined prospectus which also relates to an aggregate of 46,300,000 Ordinary Shares previously registered under the Company's registration statements on Form S-8 filed on April 4, 2006 (File No. 333-132968), March 31, 2004 (File No. 333-114077), April 6, 2001 (File No. 333-58454), March 2, 2000 (File No. 333-31506) and December 14, 1999 (File No. 333-92705).

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SIGNATURES

Exhibit Index

EX-5.1

EX-23.2

EX-99.1

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering 9,000,000 ordinary shares, par value £0.01 per share (Ordinary Shares) of Amdocs Limited (the Company) authorized for issuance pursuant to the Company s 1998 Stock Option and Incentive Plan, as amended (the Plan). These additional shares were authorized for issuance as a result of the adoption of amendments to the Plan approved by the Company s Board of Directors and shareholders in January 2008.

INCORPORATION BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of five registration statements on Form S-8 (File Nos. 333-132968, 333-114077, 333-58454, 333-31506 and 333-92705) previously filed by the Company with respect to Ordinary Shares offered pursuant to the Plan are hereby incorporated by reference herein, and the opinions and consents listed below are filed herewith.

Exhibits

| Exhibit Number | Description |
|-------------------|--|
| 5.1 | Opinion of Carey Olsen. |
| 23.1 | Consent of Carey Olsen (included in Exhibit 5.1). |
| 23.2 | Consent of Ernst & Young LLP. |
| 24.1 | Power of Attorney (included on the signature page of this Registration Statement). |
| 99.1 | 1998 Stock Option and Incentive Plan of Amdocs Limited, as amended. |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 12th day of May, 2009.

AMDOCS LIMITED

By: /s/ Thomas G. O Brien
 Thomas G. O Brien
 Treasurer and Secretary Authorized U.S.
 Representative

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Amdocs Limited, hereby severally constitute Bruce K. Anderson and Thomas G. O Brien, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Amdocs Limited to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|-----------------|
| /s/ Dov Baharav | Director and Principal Executive Officer | May 12, 2009 |
| Dov Baharav | | |
| /s/ Tamar Rapaport-Dagim | Principal Financial and Accounting Officer | May 12, 2009 |
| Tamar Rapaport-Dagim | | |
| /s/ Bruce K. Anderson | Chairman of the Board | May 12, 2009 |
| Bruce K. Anderson | | |
| /s/ Julian A. Brodsky | Director | May 12, 2009 |
| Julian A. Brodsky | | |

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| Signature | Title | Date |
|--|----------|-----------------|
| /s/ Adrian Gardner Adrian Gardner | Director | May 12, 2009 |
| /s/ Eli Gelman Eli Gelman | Director | May 12, 2009 |
| /s/ Charles E. Foster Charles E. Foster | Director | May 12, 2009 |
| /s/ James S. Kahan James S. Kahan | Director | May 12, 2009 |
| /s/ Nehemia Lemelbaum Nehemia Lemelbaum | Director | May 12, 2009 |
| /s/ John T. McLennan John T. McLennan | Director | May 12, 2009 |
| /s/ Robert A. Minicucci Robert A. Minicucci | Director | May 12, 2009 |
| /s/ Simon Olswang Simon Olswang | Director | May 12, 2009 |
| /s/ Zohar Zisapel Zohar Zisapel | Director | May 12, 2009 |

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