AMDOCS LTD
Form SC 13D/A
December 28, 2004

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

December 27, 2004
(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 $13 d-1(e), 13 d-1(f)$ or $13 d-1(g)$, check the following box [ ].

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(continued on following pages)
(Page 1 of 12 Pages)
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]
(b) [ ]
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                            8 SHARED VOTING POWER 6,547,698
                    9 SOLE DISPOSITIVE POWER 6,200,000
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED \(\quad 12,747,698\)
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1 2 ~ C H E C K ~ B O X ~ I F ~ T H E ~ A G G R E G A T E ~ A M O U N T ~ I N
    ROW (11) EXCLUDES CERTAIN SHARES [ ]
l----------------------------------------------------------------------------------------------
14 TYPE OF REPORTING PERSON HC
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| 4 | SOURCE OF FUNDS | WC |
| :---: | :---: | :---: |
| 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 |
|  |  | 0 |
|  | 8 SHARED VOTING POWER | 5,195,823 |
|  | 9 SOLE DISPOSITIVE POWER | 0 |
|  | 10 SHARED DISPOSITIVE POWER | 5,195,823 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 5,195,823 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | [ ] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | $2.5 \%$ |
| 14 | TYPE OF REPORTING PERSON | CO |

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, and Amendment No. 9 filed on June 17, 2004, Amendment No. 10 filed on September 27, 2004, by SBC Communications Inc. ("SBC") is hereby further amended to report a change in

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ownership of shares of Amdocs Limited (the "Company").

Item 1. Security and Issuer

This statement relates to the Ordinary Shares, par value (pound) 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 4. Purpose of Transaction

On December 27, 2004, SBCI contributed 6,200,000 Shares to Mellon Trust of New England, N.A. (formerly known as Boston Safe Deposit \& Trust Co.), as Trustee under the terms of the Master Trust Agreement for SBC Communications Inc. Deferred Compensation Plans and Other Executive Benefit Plans, as amended (the "Master Trust Agreement"), to provide for payment of obligations of SBC and its affiliates under the terms of certain SBC benefits plans (the "Participating Trusts"). A copy of the Master Trust Agreement is attached as Exhibit 1 to this statement. The Master Trust Agreement provides that, subject to the terms of the Master Trust Agreement, the Trustee has the power to dispose of any assets of the trust and to vote all shares of corporate stock held by the trust subject to the terms of the Master Trust Agreement. The Master Trust Agreement requires that the Trustee invest the trust fund of the trust in accordance with the written directions of $S B C$. SBC has given written instructions to the Trustee for the investment of all of the trust fund including, without limitation, instructions to hold and not to sell the Shares contributed to the trust by SBCI.

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From and after a Change in Control (as defined for the purposes of the Master Trust Agreement) SBC will no longer be entitled to direct the Trustee with respect to the investment of the trust. SBC has the right to reacquire all or part of the Shares at any time by substituting readily marketable property of equivalent value. In addition, although the terms of the Master Trust Agreement do not require the Trustee to act at SBC's direction with respect to voting of the Shares, the Trustee has advised SBC that the Trustee does not believe that it may vote the Shares except in accordance with SBC's written instructions.

Item 5. Interest in Securities of the Issuer
(a) As a result of the contribution of Shares to the trust, SBCI, a wholly-owned subsidiary of SBC, has had its beneficial ownership of Shares reduced to $6,547,698$ Shares representing $3.2 \%$ of the outstanding Shares and the 6, 200,000 Shares contributed to the trust remain beneficially owned by SBC for an aggregate beneficial ownership of $6.2 \%$ of the outstanding Shares. SBCO, a wholly-owned subsidiary of SBCI, beneficially owns $5,195,823$ Shares representing $2.5 \%$ of the outstanding Shares (which are included in the earlier amount for SBCI). As of June 30, 2004, the capital structure of the Company consists of $206,135,000$ Shares (according to Form $6-K$ filed by the Company on August 13, 2004). SBC possesses ultimate beneficial ownership of the reported shares held by SBCI and SBCO by virtue of its ownership of SBCI and SBCO.
(b) SBC beneficial ownership interest: Percent of class.................................................6.2\%

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    Sole power to vote or to direct the vote........6,600,000 Shares
    Shared power to vote or to direct the vote.......6,547,698 Shares
    Sole power to dispose or to direct
    the disposition of.......................6,200,000 Shares
    Shared power to dispose or direct
    the disposition of........................6,547,698 Shares
SBCI beneficial ownership interestl:
    Percent of class................................................................
    Sole power to vote or to direct the vote.................0 Shares
    Shared power to vote or to direct the vote.......6,547,698 Shares
    Sole power to dispose or to direct
    the disposition of..................................0 Shares
    Shared power to dispose or direct
        the disposition of......................6,547,698 Shares
SBCO beneficial ownership interest2:
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    Sole power to vote or to direct the vote................0 Shares
    Shared power to vote or to direct the vote.......5,195,823 Shares
    Sole power to dispose or to direct
    the disposition of................................0 Shares
    Shared power to dispose or direct
    the disposition of........................5,195,823 Shares
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1 SBC has ultimate control over these Shares by virtue of its ownership of SBCI.

2 Each of SBC and SBCI has ultimate control over these Shares by virtue of their ownership of SBCO.
(c) The description of the contribution set forth in Item 4 is incorporated in this Item 5(c) by reference.

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

The description of the contribution set forth in Item 4 is incorporated in this Item 6 by reference.

Item 7. Material to be Filed as Exhibits

Exhibit No. Description
1-a Master Trust Agreement for SBC Communications Inc. Deferred Compensation Plans and Other Executive Benefit Plans by and between SBC Communications Inc. and Boston Safe Deposit and Trust Co.

1-b First Resolution amending the Master Trust Agreement, effective August 1, 1995.

1-c Second Resolution amending the Master Trust Agreement, effective November 1, 1999.

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SIGNATURE

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

SBC COMMUNICATIONS INC

Dated: December 27, 2004
By: /s/ Jonathan P. Klug
Jonathan P. Klug
Vice President and Treasurer

SBC INTERNATIONAL, INC.

Dated: December 27, 2004
By: /s/ Jonathan P. Klug
Jonathan P. Klug
Vice President and Treasurer

SBC OPTION DELIVERY, LLC

By SBC Hedging Management, LLC
Manager of SBC Option Delivery, LLC

Dated: December 27, 2004

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By: /s/ Hal E. Rainbolt
Hal E. Rainbolt
Director, SBC Hedging Management, LLC
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