

Edgar Filing: AMDOCS LTD - Form SC 13D/A

AMDOCS LTD
Form SC 13D/A
November 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 8)

AMDOCS LIMITED

(Name of Issuer)

Ordinary Shares, par value (pound)0.01

(Title of Class of Securities)

G02602 10 3

(Cusip Number)

Wayne Wirtz, Esq.
SBC Communications 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)

November 12, 2002

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

(continued on following pages)
(Page 1 of 11 Pages)

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1 NAME OF REPORTING PERSON SBC COMMUNICATIONS INC.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1301883

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

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 | 20,654,138* |
| | * Does not include 1,171,288 non-voting Shares. | |

| | | |
|---|------------------------|---|
| 9 | SOLE DISPOSITIVE POWER | 0 |
|---|------------------------|---|

| | | |
|----|--------------------------|------------|
| 10 | SHARED DISPOSITIVE POWER | 21,825,426 |
|----|--------------------------|------------|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 21,825,426

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.1%

14 TYPE OF REPORTING PERSON HC

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1 NAME OF REPORTING PERSON SBC INTERNATIONAL, INC.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1380735

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

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

| | | | |
|--|---|-------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 0 |
|--|---|-------------------|---|

| | | | |
|--|---|---------------------|---|
| | 8 | SHARED VOTING POWER | 20,654,138* |
| | | | * Does not include 1,171,288 non-voting Shares. |

| | | | |
|--|---|------------------------|---|
| | 9 | SOLE DISPOSITIVE POWER | 0 |
|--|---|------------------------|---|

| | | | |
|--|----|--------------------------|------------|
| | 10 | SHARED DISPOSITIVE POWER | 21,825,426 |
|--|----|--------------------------|------------|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 21,825,426

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.1%

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14 TYPE OF REPORTING PERSON CO

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1 NAME OF REPORTING PERSON SBC OPTION DELIVERY, LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

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

| | | | |
|--|---|-------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 0 |
|--|---|-------------------|---|

| | | | |
|--|---|---------------------|------------|
| | 8 | SHARED VOTING POWER | 12,745,823 |
|--|---|---------------------|------------|

| | | | |
|--|---|------------------------|---|
| | 9 | SOLE DISPOSITIVE POWER | 0 |
|--|---|------------------------|---|

| | | | |
|--|----|--------------------------|------------|
| | 10 | SHARED DISPOSITIVE POWER | 12,745,823 |
|--|----|--------------------------|------------|

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| | | |
|----|--|------------|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 12,745,823 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | [] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 5.9% |
| 14 | TYPE OF REPORTING PERSON | CO |

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AMENDMENT NO. 8 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 to Schedule 13D filed on February 22, 2001, Amendment No. 2 to Schedule 13D filed on February 27, 2001, Amendment No. 3 to Schedule 13D filed on June 21, 2001, Amendment No. 4 to Schedule 13D filed on December 7, 2001, Amendment No. 5 to Schedule 13D filed on December 7, 2001, Amendment No. 6 to Schedule 13D filed on January 31, 2002, and Amendment No. 7 to Schedule 13D filed on September 9, 2002 by SBC Communications Inc. ("SBC") is hereby further amended to report the disposition 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 2. Identity and Background

- (c) The name, and principal occupations of each executive officer and director of SBC and SBC International, Inc. are set forth in Exhibits I and 2 hereto, respectively, and incorporated herein by reference. The principal business address for the named individuals on Exhibits 1 and 2 is 175 E. Houston, San Antonio, Texas, 78205, USA.

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Item 4. Purpose of Transaction

Since the filing of Amendment No. 7 on September 9, 2002, SBC has disposed of 2,009,400 Shares through open market sales.

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Item 5. Interest in Securities of the Issuer

(a) SBCI beneficially owns 21,825,426 Shares representing 10.1% of the outstanding ordinary Shares class. SBCO beneficially owns 12,745,823 Shares representing 5.9% of the outstanding ordinary Shares class. As of June 30, 2002, the capital structure of the Company consists of 215,521,000 Shares (according to Form 6-K filed by the Company on August 15, 2002). SBC possesses ultimate beneficial ownership of the reported Shares by virtue of its ownership of SBCI and SBCO.

(b) SBCI beneficial ownership interest 1:
 Percent of class.....10.1%
 Sole power to vote or to direct the vote.....0 Shares
 Shared power to vote or to direct the vote.....20,654,138 Shares
 Sole power to dispose or to direct the disposition of.....0 Shares
 Shared power to dispose or direct the disposition of..21,825,426 Shares

SBCO beneficial ownership interest 2:
 Percent of class.....5.9%
 Sole power to vote or to direct the vote..... 0 Shares
 Shared power to vote or to direct the vote.....12,745,823 Shares
 Sole power to dispose or to direct the disposition of.....0 Shares
 Shared power to dispose or direct the disposition of..12,745,823 Shares

- 1 Does not include 1,171,288 Shares that are non-voting so long as they are directly or indirectly owned by SBC. Each non-voting Share will convert into one Share with voting rights upon its sale.
- 2 Each of SBC and SBCI has ultimate control over these Shares by virtue of their ownership of SBCO.

(c) During the past sixty days, SBCI disposed of Shares as follows:

| Transaction Date | Type of Transaction | Number of Shares | Average Price Per Share |
|------------------|---------------------|------------------|-------------------------|
| 09/0602 | Open Market Sales | 645,700 | \$6.85 |
| 11/07/02 | | 861,100 | \$8.85 |
| 11/08/02 | | 200,500 | \$8.72 |
| 11/12/02 | | 302,100 | \$8.46 |

(d) None.

(e) Not applicable.

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Item 7. Material to be Filed as Exhibits

Exhibit No. Description

- | | |
|---|---|
| 1 | Directors and Executive Officers of SBC Communications Inc. |
| 2 | Directors and Executive Officers of SBC International, Inc. |

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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: November 14, 2002

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

SBC INTERNATIONAL, INC.

Dated: November 14, 2002

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

SBC OPTION DELIVERY, LLC

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

Dated: November 14, 2002

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