

Edgar Filing: AMDOCS LTD - Form 6-K

Registration Rights Agreement, dated as of March 5, 2004, with the initial purchasers of the Notes (the "Registration Rights Agreement"), pursuant to which Amdocs agreed to file a registration statement on Form F-3 with respect to the Notes and the ordinary shares issuable upon conversion of the Notes.

The Indenture is attached as Exhibit 99.1 and the Registration Rights Agreement is attached as Exhibit 99.2.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMDOCS LIMITED

/s/ Thomas G. O'Brien

Thomas G. O'Brien
Treasurer and Secretary
Authorized U.S. Representative

Date: March 5, 2004

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EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 99.1 | Indenture, dated March 5, 2004. |
| 99.2 | Registration Rights Agreement, dated March 5, 2004. |