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AMDOCS LTD
Form 6-K
April 21, 2006

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2006

Commission File Number 1-14840

AMDOCS LIMITED

Suite 5, Tower Hill House Le Bordage
St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands

Amdocs, Inc.
1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

FORM 20-F X FORM 40-F
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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

YES NO X
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On April 17, 2006, Amdocs Limited ("Amdocs") and a wholly-owned subsidiary of Amdocs ("Amdocs Sub") entered into an Agreement and Plan of Merger, (the "Agreement"), with Qpass Inc., a Washington corporation ("Qpass"), and Ray A. Rothrock, as agent of the shareholders of Qpass.

The Agreement provides that, upon the terms and conditions set forth in the Agreement, Amdocs Sub will merge with and into Qpass (the "Merger"), with Qpass continuing after the Merger as the surviving corporation and a wholly-owned subsidiary of Amdocs. Under the Agreement, Amdocs will pay a purchase price of approximately \$275 million in cash.

The requisite number of Qpass shareholders have approved the Merger. The closing of the Merger is subject to the expiration or termination of all waiting periods under United States and applicable foreign regulatory laws and the satisfaction or waiver of other customary closing conditions.

The foregoing description of the Agreement is not complete and is qualified in its entirety by reference to the Agreement, which is filed as Exhibit 99.1

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hereto and is incorporated herein by reference.

The Agreement has been included to provide information regarding its terms. It is not intended to provide any other factual information about Amdocs. Such information can be found in the other public filings Amdocs makes with the Securities and Exchange Commission, which are available without charge at www.sec.gov.

A copy of the press release announcing the acquisition is furnished as Exhibit 99.2 to this Report of Foreign Private Issuer on Form 6-K.

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: April 21, 2006

EXHIBIT INDEX

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|--|
| 99.1 | Agreement and Plan of Merger, dated as of April 17, 2006, by and among Amdocs Limited, Amdocs Thesaurus, Inc., Qpass Inc. and Ray A. Rothrock, as Shareholders' Agent. |
| 99.2 | Amdocs Limited Press Release dated April 18, 2006. |