

AMDOCS LTD  
Form 6-K  
May 15, 2014

**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 OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**For the Quarter Ended March 31, 2014**

**Commission File Number 1-14840**

**AMDOCS LIMITED**  
**Hirzel House, Smith Street,**  
**St. Peter Port, Island of Guernsey, GY1 2NG**

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

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**(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       FORM 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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AMDOCS LIMITED

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

FOR THE QUARTER ENDED MARCH 31, 2014

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This report on Form 6-K shall be incorporated by reference into any Registration Statement filed by the Registrant that by its terms automatically incorporates the Registrant's filings and submissions with the SEC under Sections 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934.

**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****AMDOCS LIMITED****CONSOLIDATED BALANCE SHEETS**

(dollar and share amounts in thousands, except per share data)

	<b>March 31, 2014 (Unaudited)</b>	<b>As of September 30, 2013</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 786,040	\$ 1,014,192
Short-term interest-bearing investments	322,649	312,188
Accounts receivable, net	746,814	678,219
Deferred income taxes and taxes receivable	160,758	125,880
Prepaid expenses and other current assets	160,939	151,595
<b>Total current assets</b>	<b>2,177,200</b>	<b>2,282,074</b>
Equipment and leasehold improvements, net	277,098	275,544
Deferred income taxes	93,610	113,966
Goodwill	1,928,334	1,818,334
Intangible assets, net	211,874	156,726
Other noncurrent assets	291,394	279,169
<b>Total assets</b>	<b>\$ 4,979,510</b>	<b>\$ 4,925,813</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 178,131	\$ 132,709
Accrued expenses and other current liabilities	382,567	322,539
Accrued personnel costs	179,230	228,520
Short-term financing arrangements		200,000
Deferred revenue	172,333	151,112
Deferred income taxes and taxes payable	52,529	39,376
<b>Total current liabilities</b>	<b>964,790</b>	<b>1,074,256</b>
Deferred income taxes and taxes payable	319,364	315,965
Other noncurrent liabilities	285,598	260,809
<b>Total liabilities</b>	<b>1,569,752</b>	<b>1,651,030</b>
<b>Shareholders equity:</b>		

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Preferred Shares and outstanding	Authorized 25,000 shares; £0.01 par value; 0 shares issued		
Ordinary Shares	Authorized 700,000 shares; £0.01 par value; 263,678 and 259,668 issued and 159,982 and 160,062 outstanding, respectively	4,267	4,199
Additional paid-in capital		3,004,478	2,878,898
Treasury stock, at cost 103,696 and 99,606 ordinary shares, respectively		(2,954,004)	(2,785,071)
Accumulated other comprehensive income		12,651	632
Retained earnings		3,342,366	3,176,125
<b>Total shareholders equity</b>		3,409,758	3,274,783
<b>Total liabilities and shareholders equity</b>		\$ 4,979,510	\$ 4,925,813

The accompanying notes are an integral part of these consolidated financial statements.

**AMDOCS LIMITED****CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

(dollar and share amounts in thousands, except per share data)

	<b>Three months ended March 31,</b>		<b>Six months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
<b>Revenue:</b>				
License	\$ 26,177	\$ 21,901	\$ 53,386	\$ 40,817
Service	870,677	811,037	1,707,513	1,618,480
	896,854	832,938	1,760,899	1,659,297
<b>Operating expenses:</b>				
Cost of license	826	642	1,596	1,278
Cost of service	582,458	538,094	1,139,091	1,073,107
Research and development	63,104	60,059	125,429	119,419
Selling, general and administrative	110,438	102,683	222,397	210,143
Amortization of purchased intangible assets and other	16,180	8,605	27,848	19,838
	773,006	710,083	1,516,361	1,423,785
Operating income	123,848	122,855	244,538	235,512
Interest and other expense, net	1,908	1,757	3,312	1,865
Income before income taxes	121,940	121,098	241,226	233,647
Income taxes	11,583	16,186	29,434	29,720
Net income	\$ 110,357	\$ 104,912	\$ 211,792	\$ 203,927
Basic earnings per share	\$ 0.69	\$ 0.65	\$ 1.33	\$ 1.26
Diluted earnings per share	\$ 0.68	\$ 0.64	\$ 1.31	\$ 1.25
Basic weighted average number of shares outstanding	159,812	160,955	159,734	161,569
Diluted weighted average number of shares outstanding	162,251	162,884	162,048	163,239
Cash dividends declared per ordinary share	\$ 0.155	\$ 0.130	\$ 0.285	\$ 0.260

The accompanying notes are an integral part of these consolidated financial statements.

**AMDOCS LIMITED****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

(dollar amounts in thousands)

	<b>Three months ended March 31,</b>		<b>Six months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Net income	\$ 110,357	\$ 104,912	\$ 211,792	\$ 203,927
Other comprehensive income, net of tax:				
Net change in fair value of cash flow hedges(1)	3,062	12,446	12,113	31,515
Net change in fair value of available-for-sale securities(2)	(74)	293	(94)	516
Other comprehensive income, net of tax	2,988	12,739	12,019	32,031
Comprehensive income	\$ 113,345	\$ 117,651	\$ 223,811	\$ 235,958

(1) Net of tax expense of \$233 and \$1,806 for the three months ended March 31, 2014 and 2013, respectively, and of \$481 and \$6,362 for the six months ended March 31, 2014 and 2013, respectively.

(2) Net of tax expense of \$5 and \$24 for the three months ended March 31, 2014 and 2013, respectively, and of \$5 and \$49 for the six months ended March 31, 2014 and 2013, respectively.

The accompanying notes are an integral part of these consolidated financial statements.

## AMDOCS LIMITED

## CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(dollar amounts in thousands)

	<b>Six months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash Flow from Operating Activities:</b>		
Net income	\$ 211,792	\$ 203,927
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	76,739	73,623
Equity-based compensation expense	23,500	22,034
Deferred income taxes	9,690	2,879
Excess tax benefit from equity-based compensation	(438)	(257)
Loss from short-term interest-bearing investments	679	1,680
Net changes in operating assets and liabilities, net of amounts acquired:		
Accounts receivable, net	(30,503)	30,051
Prepaid expenses and other current assets	(6,424)	(26,919)
Other noncurrent assets	(14,867)	3,741
Accounts payable, accrued expenses and accrued personnel	36,041	(72,007)
Deferred revenue	17,529	8,456
Income taxes payable, net	(16,273)	(597)
Other noncurrent liabilities	10,088	18,923
<b>Net cash provided by operating activities</b>	<b>317,553</b>	<b>265,534</b>
<b>Cash Flow from Investing Activities:</b>		
Payments for purchase of equipment and leasehold improvements, net	(51,971)	(58,366)
Proceeds from sale of short-term interest-bearing investments	178,462	144,612
Purchase of short-term interest-bearing investments	(189,691)	(223,077)
Net cash paid for acquisitions	(173,643)	
Other	3,151	(3,599)
<b>Net cash used in investing activities</b>	<b>(233,692)</b>	<b>(140,430)</b>
<b>Cash Flow from Financing Activities:</b>		
Payments under financing arrangements	(200,000)	(200,000)
Repurchase of shares	(168,933)	(212,512)
Proceeds from employee stock options exercised	98,327	112,849
Payments of dividends	(41,564)	(42,152)
Payments under capital lease and other	157	(659)
<b>Net cash used in financing activities</b>	<b>(312,013)</b>	<b>(342,474)</b>
Net decrease in cash and cash equivalents	(228,152)	(217,370)
Cash and cash equivalents at beginning of period	1,014,192	879,158



Cash and cash equivalents at end of period	\$ 786,040	\$ 661,788
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**Supplementary Cash Flow Information**

Cash paid for:

Income taxes, net of refunds	\$ 31,873	\$ 16,683
Interest	419	327

The accompanying notes are an integral part of these consolidated financial statements.

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**AMDOCS LIMITED**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(dollar and share amounts in thousands, except per share data)

**1. Nature of Entity and Basis of Presentation**

Amdocs Limited (the Company) is a leading provider of software and services for communications, media and entertainment industry service providers. The Company and its subsidiaries operate in one segment, providing integrated products and services. The Company designs, develops, markets, supports, implements and operates customer experience systems primarily for leading wireless, wireline, cable and satellite service providers throughout the world. Amdocs also offers a full range of advertising and media solutions for local marketing service providers and search and directory publishers.

The Company is a Guernsey corporation, which directly or indirectly holds numerous wholly-owned subsidiaries around the world. The majority of the Company's customers are in North America, Europe, Latin America and the Asia-Pacific region. The Company's main development facilities are located in Brazil, Canada, Cyprus, India, Ireland, Israel and the United States.

The unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP. In the opinion of the Company's management, all adjustments considered necessary for a fair presentation of the unaudited interim consolidated financial statements have been included herein and are of a normal recurring nature.

The preparation of financial statements during interim periods requires management to make numerous estimates and assumptions that impact the reported amounts of assets, liabilities, revenue and expenses. Estimates and assumptions are reviewed periodically and the effect of revisions is reflected in the results of operations for the interim periods in which changes are determined to be necessary.

The results of operations for the interim periods presented herein are not necessarily indicative of the results to be expected for the full fiscal year. These statements do not include all information and footnotes necessary for a complete presentation of financial position, results of operations and cash flows in conformity with GAAP. These statements should be read in conjunction with the Company's consolidated financial statements for the fiscal year ended September 30, 2013, set forth in the Company's Annual Report on Form 20-F filed on December 9, 2013 with the U.S. Securities and Exchange Commission, or the SEC.

***Reclassification***

From time to time, certain immaterial amounts in prior year financial statements may be reclassified to conform to the current year presentation.

**2. Recent Accounting Standard**

In July 2013, the Financial Accounting Standards Board, or FASB, issued an accounting standard update, under which an entity must present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, in the absence of certain conditions. This accounting standard update will be effective for the Company on October 1, 2014, and may result in changes in the Company's financial statements presentation but will not affect the substantive content of the Company's consolidated financial statements.

### **3. Adoption of New Accounting Standard**

In February 2013, the FASB issued an accounting standard update to require reclassification adjustments from other comprehensive income to be presented either in the financial statements or in the notes to the financial statements. This accounting standard update became effective for the Company in the first quarter of fiscal 2014 and its adoption did not have a material impact on the Company's consolidated financial statements.

### **4. Acquisitions**

On January 1, 2014, the Company completed its acquisition of substantially all of the assets of Celcite Management Solutions LLC ( Celcite ), a provider of network management and self-optimizing network solutions, for \$141,000 in cash, with the potential for additional consideration to be paid in the future if certain performance metrics are achieved. In allocating the total preliminary purchase price of Celcite based on estimated fair values, the Company recorded \$80,976 of goodwill, \$46,432 of customer relationships to be amortized over approximately four years, \$22,372 of core technology to be amortized over approximately three years and \$1,781 of other intangible assets to be amortized over approximately three years.

## 5. Fair Value Measurement

The Company accounts for certain assets and liabilities at fair value. Fair value is the price that would be received from selling an asset or that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

The hierarchy below lists three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market. The Company categorizes each of its fair value measurements in one of these three levels based on the lowest level input that is significant to the fair value measurement in its entirety.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities;

Level 2: Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets), or other inputs that are observable (model-derived valuations in which significant inputs are observable) or can be derived principally from, or corroborated by, observable market data; and

Level 3: Unobservable inputs that are supported by little or no market activity that is significant to the fair value of the assets or liabilities.

The following tables present the Company's assets and liabilities measured at fair value on a recurring basis as of March 31, 2014 and September 30, 2013:

	As of March 31, 2014			Total
	Level 1	Level 2	Level 3	
Available-for-sale securities:				
Money market funds	\$ 374,649	\$	\$	\$ 374,649
U.S. government treasuries	159,330			159,330
Corporate bonds		92,596		92,596
U.S. agency securities		27,192		27,192
Asset backed obligations		15,834		15,834
Commercial paper and certificates of deposit	2,002	10,299		12,301
Supranational and sovereign debt		11,167		11,167
Government-guaranteed debt		7,129		7,129
Mortgages (including agencies and corporate)		537		537
<b>Total available-for-sale securities</b>	<b>535,981</b>	<b>164,754</b>		<b>700,735</b>
Derivative financial instruments, net		18,712		18,712
Other liabilities			(32,022)	(32,022)
<b>Total</b>	<b>\$ 535,981</b>	<b>\$ 183,466</b>	<b>\$ (32,022)</b>	<b>\$ 687,425</b>

	As of September 30, 2013		
	Level 1	Level 2	Total
Available-for-sale securities:			
Money market funds	\$ 565,216	\$	\$ 565,216
U.S. government treasuries	198,164		198,164
Corporate bonds		81,727	81,727
U.S. agency securities		25,529	25,529
Commercial paper and certificates of deposit	6,189	3,901	10,090
Supranational and sovereign debt		6,311	6,311
Government-guaranteed debt		6,846	6,846
Mortgages (including agencies and corporate)		879	879
Total available-for-sale securities	769,569	125,193	894,762
Derivative financial instruments, net		7,538	7,538
Total	\$ 769,569	\$ 132,731	\$ 902,300

Available-for-sale securities that are classified as Level 2 assets are priced using observable data that may include quoted market prices for similar instruments, market dealer quotes, market spreads, non-binding market prices that are corroborated by observable market data and other observable market information and discounted cash flow techniques. The Company's derivative instruments are classified as Level 2 as they represent foreign currency forward and option contracts valued primarily based on observable inputs including forward rates and yield curves. The Company did not have any transfers between Level 1 and Level 2 fair value measurements during the six months ended March 31, 2014. Level 3 amounts relate to certain acquisition-related liabilities, which were valued using a Monte-Carlo simulation model.

### *Fair Value of Financial Instruments*

The carrying amounts of the Company's cash and cash equivalents, accounts receivable, accounts payable, accrued personnel costs, short-term financing arrangements and other current liabilities approximate their fair value because of the relatively short maturity of these items.

## 6. Available-For-Sale Securities

Available-for-sale securities consist of the following interest-bearing investments:

	As of March 31, 2014			Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
Money market funds	\$ 374,649	\$	\$	\$ 374,649
U.S. government treasuries	159,266	131	67	159,330
Corporate bonds	92,397	252	53	92,596
U.S. agency securities	27,205		13	27,192
Asset backed obligations	15,894		60	15,834
Commercial paper and certificates of deposit	12,301			12,301
Supranational and sovereign debt	11,167			11,167
Government-guaranteed debt	7,083	46		7,129
Mortgages (including agencies and corporate)	607		70	537
Total(1)	\$ 700,569	\$ 429	\$ 263	\$ 700,735

- (1) Available-for-sale securities with maturities longer than 90 days from the date of acquisition were classified as short term interest-bearing investments and available-for-sale securities with maturities of 90 days or less from the date of acquisition were included in cash and cash equivalents on the Company's balance sheet. As of March 31, 2014, \$322,649 of securities were classified as short term interest-bearing investments and \$378,086 of securities were classified as cash and cash equivalents.

	As of September 30, 2013			Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
Money market funds	\$ 565,216	\$	\$	\$ 565,216

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U.S. government treasuries	198,031	133		198,164
Corporate bonds	81,599	223	95	81,727
U.S. agency securities	25,529			25,529
Commercial paper and certificates of deposit	10,090			10,090
Supranational and sovereign debt	6,318		7	6,311
Government-guaranteed debt	6,766	80		6,846
Mortgages (including agencies and corporate)	958		79	879
Total(2)	\$ 894,507	\$ 436	\$ 181	\$ 894,762

(2) As of September 30, 2013, \$312,188 of securities were classified as short term interest-bearing investments and \$582,574 of securities were classified as cash and cash equivalents.

As of March 31, 2014, the unrealized losses attributable to the Company's available-for-sale securities were primarily due to credit market conditions and interest rate movements. The Company assessed whether such unrealized losses for the investments in its portfolio were other-than-temporary. Based on this assessment, the Company recognized an immaterial credit loss in the three and six months ended March 31, 2014 and 2013.

As of March 31, 2014, the Company's available-for-sale securities had the following maturity dates:

	<b>Market Value</b>
Due within one year	\$ 507,717
1 to 2 years	97,874
2 to 3 years	83,297
3 to 4 years	8,276
Thereafter	3,571
	\$ 700,735

## 7. Derivative Financial Instruments

The Company's risk management strategy includes the use of derivative financial instruments to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. The Company does not enter into derivative transactions for trading purposes.

The Company's derivatives expose it to credit risks from possible non-performance by counterparties. The Company utilizes standard counterparty master netting agreements that net certain foreign currency transactions in the event of the insolvency of one of the parties to the transaction. These master netting arrangements permit the Company to net amounts due from the Company to a counterparty with amounts due to the Company from the same counterparty. Although all of the Company's recognized derivative assets and liabilities are subject to enforceable master netting arrangements, the Company has elected to present these assets and liabilities on a gross basis. Taking into account the Company's contractual right to net certain gains with losses, the maximum amount of loss due to credit risk that the Company would incur if all counterparties to the derivative financial instruments failed completely to perform, according to the terms of the contracts, based on the gross fair value of the Company's derivative contracts that are favorable to the Company, was approximately \$20,774 as of March 31, 2014. The Company has limited its credit risk by entering into derivative transactions exclusively with investment-grade rated financial institutions and monitors the creditworthiness of these financial institutions on an ongoing basis.

The Company classifies cash flows from its derivative transactions as cash flows from operating activities in the consolidated statements of cash flow.

The table below presents the total volume or notional amounts of the Company's derivative instruments as of March 31, 2014. Notional values are in U.S. dollars and are translated and calculated based on forward rates as of March 31, 2014 for forward contracts, and based on spot rates as of March 31, 2014 for options.

	<b>Notional Value*</b>
Foreign exchange contracts	\$ 1,098,960



\* Gross notional amounts do not quantify risk or represent assets or liabilities of the Company, but are used in the calculation of settlements under the contracts.

The Company records all derivative instruments on the balance sheet at fair value. For further information, please see Note 5 to the unaudited consolidated financial statements. The fair value of the open foreign currency exchange contracts recorded by the Company on its consolidated balance sheets as of March 31, 2014 and September 30, 2013, as an asset or a liability, is as follows:

	<b>March 31, 2014</b>	<b>As of September 30, 2013</b>
<b><i>Derivatives designated as hedging instruments</i></b>		
Prepaid expenses and other current assets	\$ 22,819	\$ 21,595
Other noncurrent assets	3,684	3,134
Accrued expenses and other current liabilities	(4,600)	(11,641)
Other noncurrent liabilities	(853)	(5,567)
	21,050	7,521
<b><i>Derivatives not designated as hedging instruments</i></b>		
Prepaid expenses and other current assets	1,332	2,688
Accrued expenses and other current liabilities	(3,670)	(2,671)
	(2,338)	17
<b>Net fair value</b>	<b>\$ 18,712</b>	<b>\$ 7,538</b>

### ***Cash Flow Hedges***

In order to reduce the impact of changes in foreign currency exchange rates on its results, the Company enters into foreign currency exchange forward and option contracts to purchase and sell foreign currencies to hedge a significant portion of its foreign currency net exposure resulting from revenue and expense transactions denominated in currencies other than the U.S. dollar. The Company designates these contracts for accounting purposes as cash flow hedges. The Company currently hedges its exposure to the variability in future cash flows for a maximum period of two years (a significant portion of the forward and option contracts outstanding as of March 31, 2014, is expected to mature within the next 12 months).

The effective portion of the gain or loss on the derivative instruments is initially recorded as a component of other comprehensive income, a separate component of shareholders' equity, and subsequently reclassified into earnings in the same line item as the related forecasted transaction and in the same period or periods during which the hedged exposure affects earnings. The cash flow hedges are evaluated for effectiveness at least quarterly. As the critical terms of the forward contract or option and the hedged transaction are matched at inception, the hedge effectiveness is assessed generally based on changes in the fair value for cash flow hedges, as compared to the changes in the fair value of the cash flows associated with the underlying hedged transactions. Hedge ineffectiveness, if any, and hedge components, such as time value, excluded from assessment of effectiveness testing for hedges of estimated revenue from customers, are recognized immediately in interest and other expense, net.

The effect of the Company's cash flow hedging instruments in the consolidated statements of income for the three and six months ended March 31, 2014 and 2013, respectively, which partially offsets the foreign currency impact from the underlying exposures, is summarized as follows:

**Gains (Losses) Reclassified from****Other Comprehensive Income (Effective Portion)**

**Three months ended March 31, 2014**      **2013**      **Six months ended March 31, 2014**      **2013**

Line item in statement of income:	2014	2013	2014	2013
Revenue	\$ 317	\$ (91)	\$ 370	\$ (106)
Cost of service	3,663	(61)	5,695	(3,156)
Research and development	817	166	2,165	(488)
Selling, general and administrative	1,034	131	2,058	(472)
Total	\$ 5,831	\$ 145	\$ 10,288	\$ (4,222)

The activity related to the changes in net unrealized gains (losses) on cash flow hedges recorded in accumulated other comprehensive income, net of tax, is as follows:

	<b>Six months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
Net unrealized gains (losses) on cash flow hedges, net of tax, beginning of period	\$ 4,696	\$ (17,942)
Changes in fair value of cash flow hedges, net of tax	20,114	27,637
Reclassification of (gains) losses into earnings, net of tax	(8,001)	3,878
Net unrealized gains on cash flow hedges, net of tax, end of period	\$ 16,809	\$ 13,573

Gains from cash flow hedges recognized in other comprehensive income during the six months ended March 31, 2014 and 2013, were \$22,882 and \$33,655, or \$20,114 and \$27,637, net of taxes, respectively.

Of the net gains related to derivatives designated as cash flow hedges and recorded in accumulated other comprehensive income as of March 31, 2014, a net gain of \$14,622 will be reclassified into earnings within the next 12 months and will partially offset the foreign currency impact from the underlying exposures. The amount ultimately realized in earnings will likely differ due to future changes in foreign exchange rates.

The ineffective portion of the change in fair value of a cash flow hedge, including the time value portion excluded from effectiveness testing for the three and six months ended March 31, 2014 and 2013, was not material.

Cash flow hedges are required to be discontinued in the event it becomes probable that the underlying forecasted hedged transaction will not occur. The Company did not discontinue any cash flow hedges during any of the periods presented nor does the Company anticipate any such discontinuance in the normal course of business.

#### ***Other Risk Management Derivatives***

The Company also enters into foreign currency exchange forward and option contracts that are not designated as hedging instruments under hedge accounting and are used to reduce the impact of foreign currency on certain balance sheet exposures and certain revenue and expense transactions.

These instruments are generally short-term in nature, with typical maturities of less than 12 months, and are subject to fluctuations in foreign exchange rates.

The effect of the Company's derivative instruments not designated as hedging instruments in the consolidated statements of income for the three and six months ended March 31, 2014 and 2013, respectively, which partially offsets the foreign currency impact from the underlying exposure, is summarized as follows:

Line item in statement of income:	<b>Gains (Losses) Recognized in Income</b>			
	<b>Three months ended March 31,</b>		<b>Six months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Revenue	\$ (17)	\$ 170	\$ 24	\$ 170
Cost of service	(644)	831	235	3,526

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Research and development	(49)	244	201	758
Selling, general and administrative	(142)	166	65	812
Interest and other expense, net	(1,036)	4,414	206	3,297
Income taxes	(103)	(303)	(382)	(992)
Total	\$ (1,991)	\$ 5,522	\$ 349	\$ 7,571

**8. Accounts Receivable, Net**

Accounts receivable, net consists of the following:

	<b>March 31, 2014</b>	<b>As of September 30, 2013</b>
Accounts receivable billed (1)	\$ 650,120	\$ 587,928
Accounts receivable unbilled	126,875	110,626
Less-allowances	(30,181)	(20,335)
Accounts receivable, net	\$ 746,814	\$ 678,219

- (1) The increase in accounts receivable billed during the six months ended March 31, 2014 was primarily attributable to the timing of collections and milestone invoicing towards the end of the period, as well as to accounts receivable billed related to our recent acquisitions.

**9. Income Taxes**

The provision (benefit) for income taxes for the following periods consisted of:

	<b>Three months ended March 31, 2014</b>		<b>Six months ended March 31, 2013</b>	
Current	\$ 7,290	\$ 17,089	\$ 19,744	\$ 26,841
Deferred	4,293	(903)	9,690	2,879
Income taxes	\$ 11,583	\$ 16,186	\$ 29,434	\$ 29,720

The Company's effective income tax rate varied from the statutory Guernsey tax rate as follows for the following periods:

	<b>Three months ended March 31, 2014</b>		<b>Six months ended March 31, 2013</b>	
Statutory Guernsey tax rate	0%	0%	0%	0%
Foreign taxes	10	13	12	13
Effective income tax rate	10%	13%	12%	13%

As a Guernsey company subject to a corporate tax rate of zero percent, the Company's overall effective tax rate is attributable to foreign taxes.

As of March 31, 2014, deferred tax assets of \$124,389, derived primarily from tax credits, net capital and operating loss carry forwards related to some of the Company's subsidiaries, were offset by valuation allowances related to the uncertainty of realizing tax benefit for such credits and losses.

The total amount of gross unrecognized tax benefits, which includes interest and penalties, was \$126,173 as of March 31, 2014, all of which would affect the effective tax rate if realized. In the three months ended March 31, 2014, the Company reduced the amount of its gross unrecognized tax benefits by approximately \$9,000, which affected the Company's effective tax rate. This included a decrease of approximately \$13,000 in the Company's provision for gross unrecognized tax benefits as a result of a tax position, which was settled during the three months ended March 31, 2014.

As of March 31, 2014, the Company had accrued \$20,199 in income taxes payable for interest and penalties relating to unrecognized tax benefits.

The Company is currently under audit in several jurisdictions for the tax years 2007 and onwards. Timing of the resolution of audits is highly uncertain and therefore the Company generally cannot estimate the change in unrecognized tax benefits resulting from these audits within the next 12 months.

## 10. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	Three months ended		Six months ended	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
<b>Numerator:</b>				
Numerator for basic and diluted earnings per share	\$ 110,357	\$ 104,912	\$ 211,792	\$ 203,927
<b>Denominator:</b>				
Denominator for basic earnings per share	weighted average			
number of shares outstanding	159,812	160,955	159,734	161,569
Effect of assumed conversion of 0.50% convertible notes	24	24	24	24
Effect of dilutive stock options granted	2,415	1,905	2,290	1,646
Denominator for diluted earnings per share	adjusted weighted			
average shares and assumed conversions	162,251	162,884	162,048	163,239
Basic earnings per share	\$ 0.69	\$ 0.65	\$ 1.33	\$ 1.26
Diluted earnings per share	\$ 0.68	\$ 0.64	\$ 1.31	\$ 1.25

For the three and six months ended March 31, 2014, 1,287 and 1,175 shares, respectively, on a weighted average basis, were attributable to antidilutive outstanding stock options. For the three and six months ended March 31, 2013, 2,359 and 3,626 shares, respectively, on a weighted average basis, were attributable to antidilutive outstanding stock options. Shares attributable to antidilutive outstanding stock options were not included in the calculation of diluted earnings per share.

## 11. Repurchase of Shares

From time to time, the Company's board of directors has adopted share repurchase plans authorizing the repurchase of the Company's outstanding ordinary shares. The current share repurchase plan authorizes the repurchase of up to \$500,000 of the Company's outstanding ordinary shares with no expiration date. In the six months ended March 31, 2014, the Company repurchased approximately 4,090 ordinary shares at an average price of \$41.29 per share (excluding broker and transaction fees). As of March 31, 2014, the Company had remaining authority to repurchase up to \$166,995 of its outstanding ordinary shares. In April 2014, the Company's board of directors adopted another share repurchase plan authorizing the repurchase of up to \$750,000 of its outstanding ordinary shares. The April 2014 plan has no expiration date. Each of the share repurchase plans permits the Company to purchase its ordinary shares in open market or privately negotiated transactions at times and prices that it considers appropriate.

## 12. Financing Arrangements

In September 2013, the Company borrowed an aggregate of \$200,000 under its unsecured \$500,000 five-year revolving credit facility with a syndicate of banks and repaid it in October 2013. As of March 31, 2014, the Company was in compliance with the financial covenants under the revolving credit facility and had no outstanding borrowings under this facility.



As of March 31, 2014, the Company had additional uncommitted lines of credit available for general corporate and other specific purposes and had outstanding letters of credit and bank guarantees from various banks totaling \$71,046.

### **13. Stock Option and Incentive Plan**

In January 1998, the Company adopted the 1998 Stock Option and Incentive Plan, or Plan, which provides for the grant of restricted stock awards, stock options and other equity-based awards to employees, officers, directors and consultants. The purpose of the Plan is to enable the Company to attract and retain qualified personnel and to motivate such persons by providing them with an equity participation in the Company. Since its adoption, the Plan has been amended on several occasions to, among other things, increase the number of ordinary shares issuable under the Plan. The maximum number of ordinary shares currently authorized to be granted under the Plan is 62,300. Awards granted under the Plan generally vest over a period of four years and stock options have a term of ten years.

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The following table summarizes information about options to purchase the Company's ordinary shares, as well as changes during the six-month period ended March 31, 2014:

	<b>Number of Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average remaining Contractual Term</b>
Outstanding as of October 1, 2013	12,138	\$ 30.38	
Granted	2,104	41.34	
Exercised	(3,449)	29.01	
Forfeited	(335)	31.99	
Outstanding as of March 31, 2014	10,458	\$ 32.98	7.44
Exercisable as of March 31, 2014	4,023	\$ 30.06	5.55

The following table summarizes information relating to awards of restricted shares, as well as changes to such awards during the six-month period ended March 31, 2014:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Outstanding unvested shares as of October 1, 2013	1,795	\$ 31.61
Granted	658	40.80
Vested	(536)	31.32
Forfeited	(54)	32.36
Outstanding unvested shares as of March 31, 2014	1,863	\$ 34.92

Equity-based payments to employees, including grants of employee stock options, are recognized in the statements of income based on their fair values.

Employee equity-based compensation pre-tax expense for the three and six months ended March 31, 2014 and 2013 was as follows:

	<b>Three months ended March 31,</b>		<b>Six months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Cost of service	\$ 4,369	\$ 4,470	\$ 8,923	\$ 9,503
Research and development	872	975	1,805	2,000
Selling, general and administrative	5,294	3,264	12,772	10,531
Total	\$ 10,535	\$ 8,709	\$ 23,500	\$ 22,034

The total income tax benefit recognized in the income statement for stock-based compensation (including restricted shares) for the three months ended March 31, 2014 and 2013, was \$1,444 and \$593, respectively, and for the six months ended March 31, 2014 and 2013, was \$2,662 and \$1,713, respectively.

As of March 31, 2014, there was \$59,117 of unrecognized compensation expense related to unvested stock options and unvested restricted stock awards. The Company recognizes compensation costs using the graded vesting attribution method which results in a weighted average period of approximately one year over which the unrecognized compensation expense is expected to be recognized.

The Company selected the Black-Scholes option pricing model as the most appropriate fair value method for its equity-based awards. The Black-Scholes option pricing model assumptions used are noted in the following table (all in weighted averages for options granted during the period):

<b>Three months ended</b>	<b>Six months ended</b>
-------------------------------	-----------------------------

	<b>March 31,</b>		<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Risk-free interest rate (1)	1.30%	0.76%	1.26%	0.69%
Expected life of stock options (2)	4.50	4.50	4.50	4.50
Expected volatility (3)	0.17	0.22	0.18	0.23
Expected dividend yield (4)	1.42%	1.45%	1.47%	1.49%
Fair value per option	\$ 5.67	\$ 5.81	\$ 5.48	\$ 5.78

- (1) Risk-free interest rate is based upon U.S. Treasury yield curve appropriate for the term of the Company's employee stock options.
- (2) Expected life of stock options is based upon historical experience.
- (3) Expected volatility is based on a combination of implied volatility of the Company's traded options and historical stock price volatility (blended volatility).
- (4) Expected dividend yield is based on the Company's history and future expectation of dividend payouts.

Equity-based compensation recognized is reduced for estimated forfeitures and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

#### 14. Dividends

The Company's board of directors declared the following dividends during the six months ended March 31, 2014 and 2013:

Declaration Date	Dividends Per		Record Date	Total Amount	Payment Date
	Ordinary Share				
January 29, 2014	\$ 0.155		March 31, 2014	\$ 24,799	April 17, 2014
November 5, 2013	\$ 0.130		December 31, 2013	\$ 20,752	January 17, 2014
January 30, 2013	\$ 0.130		March 28, 2013	\$ 20,927	April 19, 2013
November 6, 2012	\$ 0.130		December 31, 2012	\$ 21,032	January 18, 2013

The amount payable as a result of the January 29, 2014 declaration was included in other current liabilities as of March 31, 2014.

On April 30, 2014, the Company's board of directors approved the next quarterly dividend payment, at the rate of \$0.155 per share, and set June 30, 2014 as the record date for determining the shareholders entitled to receive the dividend, which is payable on July 18, 2014.

#### 15. Contingencies

##### *Legal Proceedings*

The Company is involved in various legal proceedings arising in the normal course of its business. The Company accrues for a loss contingency when it determines that it is more likely than not, after consultation with counsel, that a liability has been incurred and the amount of such loss can be reasonably estimated. At this time, the Company believes that the results of any such contingencies, either individually or in the aggregate, will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

The Company generally offers its products with a limited warranty for a period of 90 days. The Company's policy is to accrue for warranty costs, if needed, based on historical trends in product failure. Based on the Company's experience, only minimal warranty charges have been required after revenue was fully recognized and, as a result, the Company did not accrue any amounts for product warranty liability during the six months ended March 31, 2014 and 2013.

The Company generally indemnifies its customers against claims of intellectual property infringement made by third parties arising from the use of the Company's software. To date, the Company has incurred and recorded only minimal costs as a result of such obligations in its consolidated financial statements.

## Item 2. Operating and Financial Review and Prospects

### Forward Looking Statements

This section contains forward-looking statements (within the meaning of the United States federal securities laws) that involve substantial risks and uncertainties. You can identify these forward-looking statements by words such as expect, anticipate, believe, seek, estimate, project, forecast, continue, potential, should, would, or other words that convey uncertainty of future events or outcome. Statements that we make in this document that are not statements of historical fact also may be forward-looking statements. Forward-looking statements are not guarantees of future performance, and involve risks, uncertainties and assumptions that may cause our actual results to differ materially from the expectations that we describe in our forward-looking statements. There may be events in the future that we are not accurately able to predict, or over which we have no control. You should not place undue reliance on forward-looking statements. Although we may elect to update forward-looking statements in the future, we disclaim any obligation to do so, even if our assumptions and projections change, except where applicable law may otherwise require us to do so. Readers should not rely on those forward-looking statements as representing our views as of any date subsequent to the date of this report.

Important factors that may affect these projections or expectations include, but are not limited to: changes in the overall economy; changes in competition in markets in which we operate; changes in the demand for our products and services; consolidation within the industries in which our customers operate; the loss of a significant customer; changes in the telecommunications regulatory environment; changes in technology that impact both the markets we serve and the types of products and services we offer; financial difficulties of our customers; losses of key personnel; difficulties in completing or integrating acquisitions; litigation and regulatory proceedings; and acts of war or terrorism. For a discussion of these important factors and other risks, please read the information set forth under the caption Risk Factors in our Annual Report on Form 20-F for fiscal 2013, filed on December 9, 2013 with the U.S. Securities and Exchange Commission.

### Overview of Business and Trend Information

Amdocs is a leading provider of software and services for communications, media and entertainment industry service providers in developed countries and in emerging markets, such as those in the Commonwealth of Independent States, India, Latin America and Southeast Asia.

We develop, implement and manage software and services associated with business support systems (BSS), operational support systems (OSS) and network control and optimization offerings to enable service providers to introduce new products and services quickly, understand their customers more deeply, process orders more efficiently, monetize data and support new business models while controlling costs. We refer to these systems collectively as customer experience systems because of the crucial impact that these systems have on the service providers' end-user experience.

We believe the demand for our customer experience systems is driven by the desire of service providers to help their consumers navigate the increasing number of devices, services and plans available in the connected communications world and the need of service providers to cope with the rapidly growing demand for data that these new devices and services have created. In January 2014, we released Amdocs CES (Customer Experience Systems) 9.1, which introduces new functionality to engage customers through social media channels, features to help support the complete lifecycle of small and medium-sized business customers and support for multi-play, which enables customer-facing activities across multiple systems and channels. These solutions enable service providers to personalize customer experiences based on real-time insight and capitalize on new opportunities. Our acquisitions of Actix and Celcite provide mobile network optimization solutions and services, enabling us to advance our strategy to deliver an integrated, holistic customer experience from the device to the network. Our goal is to supply scalable

products and services that provide the functionality and flexibility to service providers that facilitate innovation and enable cost-effective execution. Regardless of whether providers are bringing their first offerings to market, scaling for growth, consolidating systems or transforming the way they do business, we believe that providers seek to differentiate themselves by delivering a customer experience that is simple, personal and valuable at every point of interaction.

We also offer advertising and media products and services for local marketing service providers, including directory publishers. These offerings enable the management of media selling, fulfillment, operations, consumer experiences and financial processes across digital and print media.

We conduct our business globally, and as a result we are subject to the effects of global economic conditions and, in particular, market conditions in the communications, media and entertainment industry. In the six months ended March 31, 2014, customers in North America accounted for 72.7% of our revenue, while customers in Europe and the rest of the world accounted for 13.1% and 14.2%, respectively. Customers in emerging markets accounted for 11.6% of our revenue in the six months ended March 31, 2014. We maintain development facilities in Brazil, Canada, Cyprus, India, Ireland, Israel and the United States.

We derive our revenue principally from:

the initial sales of licenses to use our products and related services, including modification, implementation, integration and customization services,

providing managed services in our domain expertise and other related services, and

recurring revenue from ongoing support, maintenance and enhancements provided to our customers, and from incremental license fees resulting from increases in a customer's business volume.

Revenue is recognized only when all of the following conditions have been met: (i) there is persuasive evidence of an arrangement; (ii) delivery has occurred; (iii) the fee is fixed or determinable; and (iv) collectibility of the fee is reasonably assured. We usually sell our software licenses as part of an overall solution offered to a customer that combines the sale of software licenses with a broad range of services, which normally include significant customization, modification, implementation and integration. Those services are deemed essential to the software. As a result, we generally recognize initial license fee and related service revenue over the course of these long-term projects, using the percentage of completion method of accounting. Contingent subsequent license fee revenue is recognized upon completion of specified conditions in each contract, based on a customer's subscriber or transaction volume or other measurements when greater than the level specified in the contract for the initial license fee. Revenue from software solutions that do not require significant customization, implementation and modification is recognized upon delivery. Revenue from services that do not involve significant ongoing obligations is recognized as services are rendered. In managed services contracts, we typically recognize revenue from the operation of a customer's system as services are performed based on time elapsed, output produced, volume of data processed or subscriber count, depending on the specific contract terms of the managed services arrangement. Typically, managed services contracts are long-term in duration and are not subject to seasonality. Revenue from ongoing support services is recognized as work is performed.

Revenue from third-party hardware sales is recognized upon delivery and installation and revenue from third-party software sales is recognized upon delivery. Maintenance revenue is recognized ratably over the term of the maintenance agreement.

A significant portion of our revenue is recognized over the course of long-term implementation and integration projects under the percentage of completion method of accounting. When total cost estimates exceed revenues in a fixed-price arrangement, the estimated losses are recognized immediately based upon the cost applicable to the project. The percentage of completion method requires the exercise of judgment on a quarterly basis, such as with respect to estimates of progress-to-completion, contract revenue, loss contracts and contract costs. Progress in completing such projects may significantly affect our annual and quarterly operating results.

Revenue from managed services arrangements (for customer experience systems and advertising and media products, including directory systems) is included in both license and service revenue. Revenue generated in connection with managed services arrangements is a significant part of our business, generating substantial, long-term recurring revenue streams and cash flow. Revenue from managed services arrangements accounted for approximately \$426.3 million and \$439.8 million in the three months ended March 31, 2014 and March 31, 2013, respectively, and \$855.6 million and \$869.6 million in the six months ended March 31, 2014 and March 31, 2013, respectively. In the initial period of our managed services projects, we often invest in modernization and consolidation of the customer's systems. Managed services engagements can be less profitable in their early stages; however, margins tend to improve over time, more rapidly in the initial period of an engagement, as we derive benefit from the operational efficiencies and



from changes in the geographical mix of our resources.

### **Recent Accounting Standard**

In July 2013, the Financial Accounting Standards Board, or FASB, issued an accounting standard update, under which an entity must present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, in the absence of certain conditions. This accounting standard update will be effective for us on October 1, 2014, and may result in changes in our financial statements presentation but will not affect the substantive content of our consolidated financial statements.

### **Adoption of New Accounting Standard**

In February 2013, the FASB issued an accounting standard update to require reclassification adjustments from other comprehensive income to be presented either in the financial statements or in the notes to the financial statements. This accounting standard update became effective for us in the first quarter of fiscal 2014 and its adoption did not have a material impact on our consolidated financial statements.

## Results of Operations

The following table sets forth for the three and six months ended March 31, 2014 and 2013, certain items in our consolidated statements of income reflected as a percentage of total revenue:

	Three months ended March 31,		Six months ended March 31,	
	2014	2013	2014	2013
Revenue:				
License	2.9%	2.6%	3.0%	2.5%
Service	97.1	97.4	97.0	97.5
	100.0	100.0	100.0	100.0
Operating expenses:				
Cost of license	0.1	0.1	0.1	0.1
Cost of service	65.0	64.6	64.7	64.6
Research and development	7.0	7.2	7.1	7.2
Selling, general and administrative	12.3	12.4	12.6	12.7
Amortization of purchased intangible assets and other	1.8	1.0	1.6	1.2
	86.2	85.3	86.1	85.8
Operating income	13.8	14.7	13.9	14.2
Interest and other expense, net	0.2	0.2	0.2	0.1
Income before income taxes	13.6	14.5	13.7	14.1
Income taxes	1.3	1.9	1.7	1.8
Net income	12.3%	12.6%	12.0%	12.3%

**Six Months Ended March 31, 2014 and 2013**

The following is a tabular presentation of our results of operations for the six months ended March 31, 2014 compared to the six months ended March 31, 2013. Following the table is a discussion and analysis of our business and results of operations for such periods.

	<b>Six months ended</b>		<b>Increase (Decrease)</b>	
	<b>2014</b>	<b>March 31, 2013</b>	<b>Amount</b>	<b>%</b>
<b>(in thousands)</b>				
<b>Revenue:</b>				
License	\$ 53,386	\$ 40,817	\$ 12,569	30.8%
Service	1,707,513	1,618,480	89,033	5.5
	1,760,899	1,659,297	101,602	6.1
<b>Operating expenses:</b>				
Cost of license	1,596	1,278	318	24.9
Cost of service	1,139,091	1,073,107	65,984	6.1
Research and development	125,429	119,419	6,010	5.0
Selling, general and administrative	222,397	210,143	12,254	5.8
Amortization of purchased intangible assets and other	27,848	19,838	8,010	40.4
	1,516,361	1,423,785	92,576	6.5
Operating income	244,538	235,512	9,026	3.8
Interest and other expense, net	3,312	1,865	1,447	77.6
Income before income taxes	241,226	233,647	7,579	3.2
Income taxes	29,434	29,720	(286)	(1.0)
Net income	\$ 211,792	\$ 203,927	\$ 7,865	3.9%

**Revenue.** Total revenue increased by \$101.6 million, or 6.1%, to \$1,760.9 million in the six months ended March 31, 2014, from \$1,659.3 million in the six months ended March 31, 2013. The increase in revenue was primarily attributable to increased activity in North America and Europe, partially offset by a decrease in revenue from customers in the rest of the world. The increase in revenue was also positively affected by network optimization activity related to our recent acquisitions of Actix and Celcite.

License revenue in the six months ended March 31, 2014 increased by \$12.6 million, or 30.8%, to \$53.4 million, from \$40.8 million in the six months ended March 31, 2013. The increase in license revenue was primarily attributable to network optimization activity.

Total revenue attributable to the sale of customer experience systems increased by \$120.1 million, or 7.6%, to \$1,693.2 million in the six months ended March 31, 2014, from \$1,573.1 million in the six months ended March 31, 2013. The increase in revenue was primarily attributable to our increased activity in North America and Europe, partially offset by a decrease in revenue from customers in the rest of the world. The increase in revenue was also positively affected by network optimization activity related to our recent acquisitions of Actix and Celcite. License

and service revenue resulting from the sale of customer experience systems represented 96.2% and 94.8% of our total revenue in the six months ended March 31, 2014 and 2013, respectively.

Total revenue attributable to the sale of directory systems decreased by \$18.5 million, or 21.5%, to \$67.7 million in the six months ended March 31, 2014, from \$86.2 million in the six months ended March 31, 2013. The decrease in revenue was primarily attributable to continued slowness in the directory systems market leading to lower revenue from discretionary spending under managed services arrangements for directory systems. License and service revenue from the sale of directory systems represented 3.8% and 5.2% of our total revenue in the six months ended March 31, 2014 and 2013, respectively.

In the six months ended March 31, 2014, revenue from customers in North America, Europe and the rest of the world accounted for 72.7%, 13.1% and 14.2%, respectively, of total revenue, compared to 72.0%, 12.0% and 16.0%, respectively, in the six months ended March 31, 2013. The increase in revenue from North American customers as a percentage of total revenue during the six months ended March 31, 2014 was primarily attributable to the positive momentum in our relationship with AT&T. The increase in revenue as a percentage of total revenue from customers in Europe was attributable to higher revenue from managed services arrangements and to transformation and implementation projects. The decrease in revenue as a percentage of total revenue from customers in the rest of the world was primarily attributable to our reduced activity in developed markets in those regions, partially offset by our increased activity in emerging markets.

**Cost of License and Service.** Cost of license includes fees and royalty payments to software suppliers. Cost of service consists primarily of costs associated with providing services to customers, including compensation expense and costs of third-party products. Cost of license and service increased by \$66.3 million, or 6.2%, to \$1,140.7 million in the six months ended March 31, 2014, from \$1,074.4 million in the six months ended March 31, 2013. As a percentage of revenue, cost of license and service increased to 64.8% in the six months ended March 31, 2014, from 64.7% in the six months ended March 31, 2013. The decrease in our gross margin was primarily attributable to our activities in Asia Pacific and Central and Latin America, where we incurred costs while continuing our penetration efforts in order to expand our business into those markets, partially offset by a larger portion of revenue and expense related to customers in developed markets, where we are well-established and generally realize higher margins.

**Research and Development.** Research and development expense is primarily comprised of compensation expense. Research and development expense increased by \$6.0 million, or 5.0%, to \$125.4 million in the six months ended March 31, 2014, from \$119.4 million in the six months ended March 31, 2013. The increase in research and development expense was primarily attributable to network optimization research and development activity. Research and development expense decreased as a percentage of revenue from 7.2% in the six months ended March 31, 2013, to 7.1% in the six months ended March 31, 2014. Our research and development efforts are a key element of our strategy and are essential to our success, and we intend to maintain our commitment to research and development. An increase or a decrease in our total revenue would not necessarily result in a proportional increase or decrease in the levels of our research and development expenditures, which could affect our operating margin.

**Selling, General and Administrative.** Selling, general and administrative expense, which is primarily comprised of compensation expense, increased by \$12.3 million, or 5.8%, to \$222.4 million in the six months ended March 31, 2014, from \$210.1 million in the six months ended March 31, 2013. The increase in selling, general and administrative expense was primarily attributable to network optimization activities. Selling, general and administrative expense as a percentage of revenue was 12.7% in the six months ended March 31, 2013 and 12.6% in the six months ended March 31, 2014. Selling, general and administrative expense may fluctuate from time to time, depending upon such factors as changes in our workforce and sales efforts and the results of any operational efficiency programs that we may undertake.

**Amortization of Purchased Intangible Assets and Other.** Amortization of purchased intangible assets and other in the six months ended March 31, 2014, increased by \$8.0 million to \$27.8 million from \$19.8 million in the six months ended March 31, 2013. The increase in amortization of purchased intangible assets and other was primarily attributable to an increase in amortization of intangible assets due to amortization charges related to the acquisitions of Actix and Celcite, partially offset by timing of amortization charges of previously purchased intangible assets.

**Operating Income.** Operating income increased by \$9.0 million, or 3.8%, in the six months ended March 31, 2014, to \$244.5 million, or 13.9% of revenue, from \$235.5 million, or 14.2% of revenue, in the six months ended March 31, 2013. The decrease in operating income as a percentage of revenue was primarily attributable to the increase in amortization of purchased intangible assets and other.

**Interest and Other Expense, Net.** Interest and other expense, net, increased by \$1.4 million to \$3.3 million in the six months ended March 31, 2014, from \$1.9 million in the six months ended March 31, 2013. The increase in interest and other expense, net, was primarily attributable to foreign exchange impacts.

**Income Taxes.** Income taxes for the six months ended March 31, 2014 were \$29.4 million on pre-tax income of \$241.2 million, resulting in an effective tax rate of 12.2%, compared to 12.7% in the six months ended March 31, 2013. Our effective tax rate may fluctuate between periods as a result of discrete items that may affect a particular period. Please see Note 9 to our consolidated financial statements.

**Net Income.** Net income increased by \$7.9 million, or 3.9%, to \$211.8 million in the six months ended March 31, 2014, from \$203.9 million in the six months ended March 31, 2013. The increase in net income was primarily attributable to the increase in operating income, partially offset by an increase in interest and other expense, net.

**Diluted Earnings Per Share.** Diluted earnings per share increased by \$0.06, or 4.8%, to \$1.31 in the six months ended March 31, 2014, from \$1.25 in the six months ended March 31, 2013. The increase in diluted earnings per share was primarily attributable to the increase in net income.

**Three Months Ended March 31, 2014 and 2013**

The following is a tabular presentation of our results of operations for the three months ended March 31, 2014 compared to the three months ended March 31, 2013. Following the table is a discussion and analysis of our business and results of operations for such periods.

	<b>Three months ended</b>		<b>Increase (Decrease)</b>	
	<b>March 31,</b>	<b>March 31,</b>	<b>Amount</b>	<b>%</b>
	<b>2014</b>	<b>2013</b>		
	<b>(in thousands)</b>			
<b>Revenue:</b>				
License	\$ 26,177	\$ 21,901	\$ 4,276	19.5%
Service	870,677	811,037	59,640	7.4
	896,854	832,938	63,916	7.7
<b>Operating expenses:</b>				
Cost of license	826	642	184	28.7
Cost of service	582,458	538,094	44,364	8.2
Research and development	63,104	60,059	3,045	5.1
Selling, general and administrative	110,438	102,683	7,755	7.6
Amortization of purchased intangible assets and other	16,180	8,605	7,575	88.0
	773,006	710,083	62,923	8.9
Operating income	123,848	122,855	993	0.8
Interest and other expense, net	1,908	1,757	151	8.6
Income before income taxes	121,940	121,098	842	0.7
Income taxes	11,583	16,186	(4,603)	(28.4)
Net income	\$ 110,357	\$ 104,912	\$ 5,445	5.2%

**Revenue.** Total revenue increased by \$63.9 million, or 7.7%, to \$896.9 million in the three months ended March 31, 2014, from \$832.9 million in the three months ended March 31, 2013. The increase in revenue was primarily attributable to increased activity in North America and Europe. The increase in revenue was also positively affected by network optimization activity.

License revenue in the three months ended March 31, 2014 increased by \$4.3 million, or 19.5%, to \$26.2 million, from \$21.9 million in the three months ended March 31, 2013. The increase in license revenue was primarily attributable to network optimization activity.

Total revenue attributable to the sale of customer experience systems increased by \$74.3 million, or 9.4%, to \$863.6 million in the three months ended March 31, 2014, from \$789.3 million in the three months ended March 31, 2013. The increase in revenue was primarily attributable to our increased activity in North America and Europe. The increase in revenue was also positively affected by network optimization activity. License and service revenue resulting from the sale of customer experience systems represented 96.3% and 94.8% of our total revenue in the three months ended March 31, 2014 and 2013, respectively.

Total revenue attributable to the sale of directory systems decreased by \$10.3 million, or 23.6%, to \$33.3 million in the three months ended March 31, 2014, from \$43.6 million in the three months ended March 31, 2013. The decrease in revenue was primarily attributable to continued slowness in the directory systems market leading to lower revenue from discretionary spending under managed services arrangements for directory systems. License and service revenue from the sale of directory systems represented 3.7% and 5.2% of our total revenue in the three months ended March 31, 2014 and 2013, respectively.

In the three months ended March 31, 2014, revenue from customers in North America, Europe and the rest of the world accounted for 72.7%, 12.7% and 14.6%, respectively, of total revenue, compared to 72.2%, 11.9% and 15.9%, respectively, in the three months ended March 31, 2013. The increase in revenue from North American customers as a percentage of total revenue during the three months ended March 31, 2014 was primarily attributable to the positive momentum in our relationship with AT&T. The increase in revenue as a percentage of total revenue from customers in Europe was attributable to higher revenue from managed services arrangements and to transformation and implementation projects. Revenue from customers in the rest of the world decreased as a percentage of total revenue during the three months ended March 31, 2014 as a result of a slight decrease in absolute amounts in revenue from customers in the rest of the world, while total revenue increased.



**Cost of License and Service.** Cost of license and service increased by \$44.5 million, or 8.3%, to \$583.3 million in the three months ended March 31, 2014, from \$538.7 million in the three months ended March 31, 2013. As a percentage of revenue, cost of license and service increased to 65.0% in the three months ended March 31, 2014, from 64.7% in the three months ended March 31, 2013. The decrease in our gross margin was primarily attributable to our activities in Asia Pacific and Central and Latin America, where we incurred costs while continuing our penetration efforts in order to expand our business into those markets.

**Research and Development.** Research and development expense increased by \$3.0 million, or 5.1%, to \$63.1 million in the three months ended March 31, 2014, from \$60.1 million in the three months ended March 31, 2013. The increase in research and development expense was primarily attributable to network optimization research and development activity. Research and development expense decreased as a percentage of revenue from 7.2% in the three months ended March 31, 2013, to 7.0% in the three months ended March 31, 2014.

**Selling, General and Administrative.** Selling, general and administrative expense increased by \$7.8 million, or 7.6%, to \$110.4 million in the three months ended March 31, 2014, from \$102.7 million in the three months ended March 31, 2013. The increase in selling, general and administrative expense was primarily attributable to network optimization activities. Selling, general and administrative expense as a percentage of revenue was 12.4% in the three months ended March 31, 2013 and 12.3% in the three months ended March 31, 2014. Selling, general and administrative expense may fluctuate from time to time, depending upon such factors as changes in our workforce and sales efforts and the results of any operational efficiency programs that we may undertake.

**Amortization of Purchased Intangible Assets and Other.** Amortization of purchased intangible assets and other in the three months ended March 31, 2014, increased by \$7.6 million to \$16.2 million from \$8.6 million in the three months ended March 31, 2013. The increase in amortization of purchased intangible assets and other was primarily attributable to an increase in amortization of intangible assets due to amortization charges related to the acquisitions of Actix and Celcite, partially offset by timing of amortization charges of previously purchased intangible assets.

**Operating Income.** Operating income increased by \$1.0 million, or 0.8%, in the three months ended March 31, 2014, to \$123.8 million, or 13.8% of revenue, from \$122.9 million, or 14.7% of revenue, in the three months ended March 31, 2013. The decrease in operating income as a percentage of revenue was primarily attributable to the increase in amortization of purchased intangible assets and other.

**Income Taxes.** Income taxes for the three months ended March 31, 2014 were \$11.6 million on pre-tax income of \$121.9 million, resulting in an effective tax rate of 9.5%, compared to 13.4% in the three months ended March 31, 2013. The decrease in our effective tax rate was primarily attributable to a decrease in our provision for uncertain tax benefits as a result of a tax position, which was settled during the three months ended March 31, 2014, partially offset by the tax effect of the geographical distribution of earnings from global operations. Our effective tax rate may fluctuate between periods as a result of discrete items that may affect a particular period. Please see Note 9 to our consolidated financial statements.

**Net Income.** Net income increased by \$5.4 million, or 5.2%, to \$110.4 million in the three months ended March 31, 2014, from \$104.9 million in the three months ended March 31, 2013. The increase in net income was primarily attributable to the decrease in income taxes and the increase in operating income.

**Diluted Earnings Per Share.** Diluted earnings per share increased by \$0.04, or 6.3%, to \$0.68 in the three months ended March 31, 2014, from \$0.64 in the three months ended March 31, 2013. The increase in diluted earnings per share was primarily attributable to the increase in net income.

#### **Liquidity and Capital Resources**

*Cash, Cash Equivalents and Short-Term Interest-Bearing Investments.* Cash, cash equivalents and short-term interest-bearing investments, net of short-term debt, totaled \$1.11 billion as of March 31, 2014, compared to \$1.13 billion as of September 30, 2013. The decrease was mainly attributable to \$173.6 million in net cash paid for acquisitions, \$168.9 million used to repurchase our ordinary shares, \$52.0 million for capital expenditures, net, \$41.6 million of cash dividend payments, partially offset by \$317.6 million in positive cash flow from operations and \$98.3 million of proceeds from stock options exercised. Net cash provided by operating activities amounted to \$317.6 million and \$265.5 million for the six months ended March 31, 2014 and 2013, respectively.

Our policy is to retain sufficient cash balances in order to support our growth. We believe that our current cash balances, cash generated from operations and our current lines of credit will provide sufficient resources to meet our operational needs and to fund share repurchases and the payment of cash dividends for at least the next fiscal year.

As a general long-term guideline, we expect to retain roughly half of our free cash flow (calculated as cash flow from operations less net capital expenditures and other) to support the growth of our business, including possible mergers and acquisitions, and return the other half to our shareholders through share repurchases and dividends. Our actual share repurchase activity and payment of future dividends, if any, may vary quarterly or annually and will be based on several factors including our financial performance, outlook and liquidity.

Our interest-bearing investments are classified as available-for-sale securities. Such short-term interest-bearing investments consist primarily of money market funds, U.S. government treasuries, corporate bonds and U.S. agency securities. We believe we have conservative investment policy guidelines. Our interest-bearing investments are stated at fair value with the unrealized gains or losses reported as a separate component of accumulated other comprehensive income, net of tax, unless a security is other than temporarily impaired, in which case the loss is recorded in the income statement. Our interest-bearing investments are priced by pricing vendors and are classified as Level 1 or Level 2 investments, since these vendors either provide a quoted market price in an active market or use other observable inputs to price these securities. During the six months ended March 31, 2014 and 2013, we recognized immaterial credit losses. Please see Notes 5 and 6 to the consolidated financial statements.

*Revolving Credit Facility, Letters of Credit, Guarantees and Contractual Obligations.* In September 2013, we borrowed an aggregate of \$200.0 million under our unsecured \$500 million five-year revolving credit facility with a syndicate of banks and repaid it in October 2013. As of March 31, 2014, we were in compliance with the financial covenants under the revolving credit facility and had no outstanding borrowings under this facility.

As of March 31, 2014, we had additional uncommitted lines of credit available for general corporate and other specific purposes and had outstanding letters of credit and bank guarantees from various banks totaling \$71.0 million.

We have contractual obligations for our non-cancelable operating leases, long-term debt, pension funding, purchase obligations and unrecognized tax benefits summarized in the disclosure of contractual obligations set forth in our Annual Report on Form 20-F for the fiscal year ended September 30, 2013, filed on December 9, 2013 with the SEC. Since September 30, 2013, there have been no material changes in our contractual obligations.

*Capital Expenditures.* Generally, 80% to 90% of our capital expenditures consist of purchases of computer equipment, and the remainder is attributable mainly to leasehold improvements. Our capital expenditures were approximately \$52.0 million in the six months ended March 31, 2014 and were mainly attributable to investments in our operating facilities and our development centers around the world. Our policy is to fund our capital expenditures from operating cash flows and we do not anticipate any changes to this policy in the foreseeable future.

*Share Repurchases.* From time to time, our board of directors has adopted share repurchase plans authorizing the repurchase of our outstanding ordinary shares. Our current share repurchase plan authorizes the repurchase of up to \$500.0 million of our outstanding ordinary shares with no expiration date. In the six months ended March 31, 2014, we repurchased 4.1 million ordinary shares at an average price of \$41.29 per share (excluding broker and transaction fees). As of March 31, 2014, we had remaining authority to repurchase up to \$167.0 million of our outstanding ordinary shares. In April 2014, our board of directors adopted another share repurchase plan authorizing the repurchase of up to \$750.0 million of our outstanding ordinary shares. The April 2014 plan has no expiration date. Each one of the share repurchase plans permits us to purchase our ordinary shares in open market or privately negotiated transactions at times and prices that we consider appropriate.

*Cash Dividends.* Our board of directors declared the following dividends during the six months ended March 31, 2014 and 2013:

<b>Declaration Date</b>	<b>Dividends Per Ordinary Share</b>	<b>Record Date</b>	<b>Total Amount (In millions)</b>	<b>Payment Date</b>
January 29, 2014	\$ 0.155	March 31, 2014	\$ 24.8	April 17, 2014
November 5, 2013	\$ 0.130	December 31, 2013	\$ 20.8	January 17, 2014
January 30, 2013	\$ 0.130	March 28, 2013	\$ 20.9	April 19, 2013
November 6, 2012	\$ 0.130	December 31, 2012	\$ 21.0	January 18, 2013

On April 30, 2014, our board of directors approved the next quarterly dividend payment, at the rate of \$0.155 per share, and set June 30, 2014 as the record date for determining the shareholders entitled to receive the dividend, which is payable on July 18, 2014.

*Convertible Notes.* As of March 31, 2014, we had outstanding \$1.0 million aggregate principal amount of our 0.50% convertible senior notes due 2024. In April 2014, we repurchased \$417,000 aggregate principal amount of such notes.

***Currency Fluctuations***

We manage our foreign subsidiaries as integral direct components of our operations. The operations of our foreign subsidiaries provide the same type of services with the same type of expenditure throughout the Amdocs group. The U.S. dollar is our functional currency according to the salient economic factors as indicated in the authoritative guidance for foreign currency matters.

During the six months ended March 31, 2014 and 2013, approximately 70% to 80% of our revenue and approximately 50% to 60% of our operating expenses were in U.S. dollars or linked to the U.S. dollar. If more customers will seek contracts in currencies other than the U.S. dollar and as our operational activities outside of the United States may increase, the percentage of our revenue and operating expenses in U.S. dollar or linked to the U.S. dollar may decrease over time, which may increase our exposure to fluctuations in currency exchange rates. In managing our foreign exchange risk, we enter from time to time into various foreign exchange hedging contracts. We do not hedge all of our exposure in currencies other than the U.S. dollar, but rather our policy is to hedge significant net exposures in the major foreign currencies in which we operate. We periodically assess the applicability of the U.S. dollar as our functional currency by reviewing the salient indicators.

**PART II OTHER INFORMATION****Item 1. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities.**

The following table provides information about purchases by us and our affiliated purchasers during the three months ended March 31, 2014 of equity securities that are registered by us pursuant to Section 12 of the Exchange Act:

*Ordinary Shares*

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs(1)
01/01/14-01/31/14	418,400	\$ 41.42	418,400	\$ 234,547,864
02/01/14-02/28/14	675,600	\$ 43.51	675,600	\$ 205,151,274
03/01/14-03/31/14	844,200	\$ 45.20	844,200	\$ 166,994,955
Total	1,938,200	\$ 43.80	1,938,200	\$ 166,994,955

(1) In November 2012, our board of directors adopted a share repurchase plan authorizing the repurchase of up to \$500.0 million of our outstanding ordinary shares, which has no expiration date. In April 2014, our board of directors adopted another share repurchase plan authorizing the repurchase of up to \$750.0 million of our outstanding ordinary shares. The April 2014 plan has no expiration date. Each one of the share repurchase plans permits us to purchase our ordinary shares in open market or privately negotiated transactions at times and prices we consider appropriate.

**Item 2. Reports on Form 6-K**

(a) Reports on Form 6-K

The Company furnished or filed the following reports on Form 6-K during the three months ended March 31, 2014:

(1) Form 6-K dated January 30, 2014

(2) Form 6-K dated February 11, 2014

**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/ Elizabeth W. McDermon  
Elizabeth W. McDermon

Secretary and Authorized Signatory

Date: May 15, 2014