

SINCLAIR BROADCAST GROUP INC
Form SC TO-I/A
October 20, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)**

SINCLAIR BROADCAST GROUP, INC.
(Name of Subject Company (Issuer))

SINCLAIR TELEVISION GROUP, INC.
(Name of Filing Person (Offeror))

3.0% Convertible Senior Notes due 2027
4.875% Convertible Senior Notes due 2018
(Title of Class of Securities)

829226AW9
829226AU3
(CUSIP Number of Class of Securities)

David D. Smith
Chairman of the Board, President and Chief Executive Officer
Sinclair Television Group, Inc.
10706 Beaver Dam Road
Hunt Valley, Maryland 21030
(410) 568-1500

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Jeffrey B. Grill, Esq.
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW
Washington, D.C. 20037
(202) 663-8000

CALCULATION OF FILING FEE

Transaction Valuation*

\$429,044,000

Amount of Filing Fee**

\$23,941

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*

The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the purchase of the \$294.3 million in aggregate principal amount outstanding of 3.0% Convertible Senior Notes due 2027 at the offer price of \$980 per \$1,000 principal amount, and the \$143.5 million in aggregate principal amount outstanding of 4.875% Convertible Senior Notes due 2018 at the offer price of \$980 per \$1,000 principal amount.

**

\$55.80 per million dollars of transaction value, in accordance with Rule 0-11(b) and Fee Rate Advisory No. 5 for fiscal year 2009.

ý

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$23,941.
Form or Registration No.:	Schedule TO-I.
Filing party:	Sinclair Television Group, Inc.
Date filed:	October 8, 2009.

o

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o

third-party tender offer subject to Rule 14d-1.

ý

issuer tender offer subject to Rule 13e-4.

o

going-private transaction subject to Rule 13e-3.

o

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

o

Rule 13d-4(i) (Cross-Border Issuer Tender Offer)

o

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO, as previously amended by Amendment No. 1 thereto, relating to the offers by Sinclair Television Group, Inc., a Maryland corporation ("Sinclair Television Group" or the "Company"), to purchase for cash any and all of the \$294.3 million aggregate principal amount outstanding of 3.0% Convertible Senior Notes due 2027 (the "3.0% Notes") at a price of \$980 per \$1,000 in principal amount, and the \$143.5 million aggregate principal amount outstanding of 4.875% Convertible Senior Notes due 2018 (the "4.875% Notes" and, together with the 3.0% Notes, the "Securities") at a price of \$980 per \$1,000 in principal amount, of the Company's parent, Sinclair Broadcast Group, Inc., a Maryland corporation ("Sinclair"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 8, 2009 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

All capitalized terms used in this Amendment No. 2 but not defined have the meanings ascribed to them in the Offer to Purchase.

All of the information set forth in the Offer to Purchase and the Letter of Transmittal is expressly incorporated by reference herein in answer to all items in this Amendment No. 2, and as more particularly set forth below:

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

(a) *Source of Funds* and (d) *Borrowed Funds*. The information set forth under the caption "The Offers Source of Funds" in the Offer to Purchase is amended and supplemented by the following information:

On October 16, 2009, the Company announced the terms of the Second Lien Notes. The Company is offering \$500 million in aggregate principal amount of Second Lien Notes in an unregistered private placement. The Second Lien Notes will be titled "9.25% Senior Secured Second Lien Notes due 2017" and will pay interest at a rate of 9.25% per annum payable semi-annually on May 1 and November 1, commencing on May 1, 2010. The Second Lien Notes will mature on November 1, 2017. The proceeds from the offering of Second Lien Notes are expected to be sufficient to cover any and all of the Securities accepted for payment in the tender offers and no funds are expected to be drawn from any facility under the Bank Credit Agreement, as the same may be amended and/or restated from time to time. The Company intends to use any additional proceeds from the offering of Second Lien Notes to pay amounts under the Bank Credit Agreement and fees and expenses related to amending and restating the Bank Credit Agreement and the transactions contemplated by the Memorandum of Understanding between Sinclair and Cunningham and for any general corporate purposes.

The Second Lien Notes will not be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or pursuant to an applicable exemption from the registration requirements. This Amendment No. 2 does not constitute an offer to sell or a solicitation of an offer to buy the Second Lien Notes.

ITEM 12. EXHIBITS.

The Index to Exhibits shall be amended and supplemented by including the following information:

(a)(5)(iii) Press Release, dated October 16, 2009.

SIGNATURE

After due 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.

SINCLAIR TELEVISION GROUP, INC.

By: /s/ DAVID B. AMY

Name: David B. Amy

Title: Secretary

Date: October 19, 2009

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INTRODUCTORY STATEMENT

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

ITEM 12. EXHIBITS.

SIGNATURE

>820,288 712,091 2,336,819 2,109,484

Operating expenses:

Cost of license

555 960 2,267 3,045

Cost of service

528,437 448,795 1,493,134 1,330,776

Research and development

56,137 56,727 168,240 174,929

Selling, general and administrative

104,632 94,445 300,963 274,895

Amortization of purchased intangible assets

22,796 19,175 66,302 55,785

Restructuring charges, in-process research and development and other

1,780 1,780 6,761

714,337 620,102 2,032,686 1,846,191

Operating income

105,951 91,989 304,133 263,293

Interest income and other, net

6,159 14,290 23,797 36,928

Income before income taxes

112,110 106,279 327,930 300,221

Income taxes

11,438 18,098 31,735 31,527

Net income

\$100,672 \$88,181 \$296,195 \$268,694

Basic earnings per share
\$0.49 \$0.42 \$1.43 \$1.30

Diluted earnings per share
\$0.46 \$0.40 \$1.36 \$1.22

Basic weighted average number of shares outstanding
206,329 208,262 207,069 207,332

Diluted weighted average number of shares outstanding
219,120 223,775 220,315 222,997

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

AMDOCS LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY (UNAUDITED)
(dollar and share amounts in thousands)

	Ordinary Shares		Additional	Treasury	Accumulated Other	Retained	Total
	Shares	Amount	Paid-in Capital	Stock	Comprehensive (Loss) Income	Earnings	Shareholders Equity
Balance as of September 30, 2007	209,762	\$ 3,850	\$ 2,168,234	\$ (652,229)	\$ 689	\$ 1,079,699	\$ 2,600,243
Comprehensive income:							
Net income						296,195	296,195
Unrealized gain on foreign currency hedging contracts, net of \$2,784 tax					2,604		2,604
Unrealized loss on short-term interest-bearing investments, net of \$(272) tax					(6,424)		(6,424)
Comprehensive income							292,375
Employee stock options exercised	1,707	34	33,712				33,746
Repurchase of shares	(5,389)			(172,339)			(172,339)
Issuance of restricted stock, net of forfeitures	471	9					9
Tax benefit of stock options exercised			1,625				1,625
Equity-based compensation expense related to employees			43,710				43,710
Balance as of June 30, 2008	206,551	\$ 3,893	\$ 2,247,281	\$ (824,568)	\$ (3,131)	\$ 1,375,894	\$ 2,799,369

As of June 30, 2008 and September 30, 2007, accumulated other comprehensive (loss) income is comprised of unrealized gain (loss) on foreign currency hedging contracts, net of tax, of \$2,025 and \$(579), respectively, unrealized

(loss) gain on cash equivalents and short-term interest-bearing investments, net of tax, of \$(5,883) and \$541, respectively and adjustment to accumulated other comprehensive income upon adoption of statement 158, net of tax, of \$727.

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

AMDOCS LIMITED**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(dollar amounts in thousands)

	Nine months ended June 30,	
	2008	2007
Cash Flow from Operating Activities:		
Net income	\$ 296,195	\$ 268,694
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	143,978	120,581
In-process research and development and other	1,780	750
Gain on sale of equipment	(55)	(973)
Equity-based compensation expense	43,710	39,970
Deferred income taxes	6,378	(17,779)
Excess tax benefit from equity-based compensation	(209)	(437)
Loss (gain) from short-term interest-bearing investments	1,771	(2,084)
Net changes in operating assets and liabilities, net of amounts acquired:		
Accounts receivable	(148,472)	(67,938)
Prepaid expenses and other current assets	8,166	(16)
Other noncurrent assets	(40,420)	(14,517)
Accounts payable and accrued expenses	(20,728)	(7,950)
Deferred revenue	12,283	(12,667)
Income taxes payable	(25,429)	6,200
Noncurrent liabilities and other	26,590	4,929
Net cash provided by operating activities	305,538	316,763
Cash Flow from Investing Activities:		
Proceeds from sale of equipment, vehicles and leasehold improvements	1,103	3,184
Payments for purchase of equipment, vehicles and leasehold improvements	(101,530)	(126,259)
Proceeds from sale of short-term interest-bearing investments	575,602	628,167
Purchase of short-term interest-bearing investments	(513,462)	(782,333)
Net cash paid for acquisitions	(56,970)	(81,751)
Net cash used in investing activities	(95,257)	(358,992)
Cash Flow from Financing Activities:		
Proceeds from employee stock options exercised	33,755	58,273
Excess tax benefit from equity-based compensation	209	437
Repurchase of shares	(172,339)	
Redemption of convertible notes upon maturity	(174)	
Principal payments on capital lease obligations		(25)
Net cash (used in) provided by financing activities	(138,549)	58,685

Net increase in cash and cash equivalents	71,732	16,456
Cash and cash equivalents at beginning of period	615,501	607,187
Cash and cash equivalents at end of period	\$ 687,233	\$ 623,643

Supplementary Cash Flow Information

Cash paid for:

Income taxes, net of refunds	\$ 40,402	\$ 35,016
Interest	3,585	2,601

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

AMDOCS LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts in thousands, except per share data)

1. Basis of Presentation

Amdocs Limited (the Company) is a leading provider of software products and services primarily to the communications industry. The Company and its subsidiaries operate in one segment offering products and services that enable their customers to move toward an integrated approach to customer management. The Company designs, develops, markets, supports, operates, and provides managed services for information system solutions primarily for leading communications companies throughout the world.

The unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (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 of 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, 2007, set forth in the Company's Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the SEC).

Reclassification

Certain amounts in prior year financial statements have been reclassified to conform to the current year presentation.

2. Recent Accounting Pronouncements

In June 2008, the Financial Accounting Standards Board (FASB) issued FASB Staff Position No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities (FSP EITF 03-6-1). According to FSP EITF 03-6-1, unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities under Statement of Financial Accounting Standards No. 128, Earnings per Share. As such, they should be included in the computation of basic earnings per share (EPS) using the two-class method. FSP EITF 03-6-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, as well as interim periods within those years. Once effective, all prior-period EPS data presented must be adjusted retrospectively. The Company is currently evaluating the effect that adopting the provisions of FSP EITF 03-6-1 will have on its consolidated results of operations, and it currently expects that the effect will not be material.

In March 2008, the FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 (SFAS 161). SFAS 161 applies to all derivative instruments and nonderivative instruments that are designated and qualify as hedging instruments and related hedged items accounted for under FASB Statement No. 133, Accounting for

AMDOCS LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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

Derivative Instruments and Hedging Activities (SFAS 133). SFAS 161 requires entities to provide greater transparency through additional disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, results of operations, and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Although SFAS 161 requires the Company to make additional disclosures, it does not affect the underlying accounting policy or the application thereof.

In December 2007, the FASB issued Statement No. 141 (revised), Business Combinations (SFAS 141(R)). SFAS 141(R) significantly changes the accounting for business combinations and establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree and recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase. SFAS 141(R) applies to the Company prospectively for business combinations for which the acquisition date is on or after October 1, 2009.

In December 2007, the FASB issued Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51 (SFAS 160). SFAS 160 changes the accounting for noncontrolling (minority) interests in consolidated financial statements including the requirements to classify noncontrolling interests as a component of consolidated shareholders' equity, the elimination of minority interest accounting in results of operations and changes in the accounting for both increases and decreases in a parent's controlling ownership interest. SFAS 160 is effective for fiscal years beginning after December 15, 2008, and early adoption is prohibited. The Company is currently evaluating the effect that the application of SFAS 160 will have on its consolidated results of operations and financial condition.

In February 2007, the FASB issued Statement No. 159 The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115 (SFAS 159), which allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities under an instrument-by-instrument election. If the fair value option is elected for an instrument, subsequent changes in fair value for that instrument will be recognized in earnings. SFAS 159 also establishes additional disclosure requirements and is effective for fiscal years beginning after November 15, 2007, with early adoption permitted provided that the entity also adopts Statement No. 157, Fair Value Measurements (SFAS 157). The Company is currently evaluating the effect that the application of SFAS 159 will have on its consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS 157 which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB issued FASB Staff Position No. SFAS 157-2, Effective Date of FASB Statement No. 157, which provides a one year deferral of the effective date of SFAS 157 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value on a recurring basis (at least annually). The Company is currently evaluating the effect that the application of SFAS 157 will have on its consolidated results of operations and financial condition.

AMDOCS LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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

3. Adoption of New Accounting Standard

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, An Interpretation of SFAS No. 109 (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return that results in a tax benefit. Additionally, FIN 48 provides guidance on de-recognition, income statement classification of interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company adopted FIN 48 in the first quarter of fiscal 2008. The adoption of FIN 48 did not result in a change to retained earnings. See Note 6 for additional information regarding the Company's provision for income taxes, including the effects of adoption of FIN 48 on its consolidated financial statements.

4. Accounts Receivable, Net

Accounts receivable, net consists of the following:

	June 30, 2008	As of September 30, 2007
Accounts receivable billed	\$ 592,222	\$ 457,393
Accounts receivable unbilled	35,744	43,870
Less allowances	(39,299)	(27,416)
Accounts receivable, net	\$ 588,667	\$ 473,847

5. Comprehensive Income

Comprehensive income represents the change in shareholders' equity during a period from transactions and other events and circumstances from nonowner sources. It includes all changes in equity except those resulting from investments by owners and distributions to owners.

The following table sets forth the reconciliation from net income to comprehensive income for the following periods:

	Three months ended June 30,		Nine months ended June 30,	
	2008	2007	2008	2007
Net income	\$ 100,672	\$ 88,181	\$ 296,195	\$ 268,694
Other comprehensive income:				
Unrealized (loss) gain on foreign currency hedging contracts, net of tax	(4,812)	(11,330)	2,604	(9,831)
Unrealized loss on short-term interest-bearing investments, net of tax	(4,890)	(816)	(6,424)	(401)
Comprehensive income	\$ 90,970	\$ 76,035	\$ 292,375	\$ 258,462

AMDOCS LIMITED
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6. Income Taxes

The provision for income taxes for the following periods consisted of:

	Three months ended		Nine months ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Current	\$ 1,160	\$ 27,567	\$ 26,511	\$ 50,735
Deferred	10,278	(9,469)	5,224	(19,208)
	\$ 11,438	\$ 18,098	\$ 31,735	\$ 31,527

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

	Three months ended		Nine months ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Statutory Guernsey tax rate	0%	20%	0%	20%
Guernsey tax-exempt status		(20)		(20)
Foreign taxes	10	17	10	11
	10%	17%	10%	11%

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. Tax legislation recently enacted in Guernsey with effect from January 1, 2008 repealed the exemption that the Company previously utilized, and subjects the Company to a corporate tax rate of zero percent, which has not affected the Company's overall effective tax rate.

As of June 30, 2008, deferred tax assets of \$58,628, derived from 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 losses. When realization of the tax benefits associated with such net capital and operating losses is deemed more likely than not, the valuation allowance will be released through income taxes or through goodwill when it relates to a business combination.

During the quarter ended June 30, 2008, the Company recorded valuation allowances against certain carry forward losses partially in connection with a business combination.

During the quarter ended June 30, 2008, the Company recorded a deferred tax asset for carry forward losses relating to one of its subsidiaries as the statute of limitation related to the fiscal years in which these losses had occurred lapsed. This deferred tax asset was partially offset by a valuation allowance.

During the quarter ended June 30, 2007, the Company released certain valuation allowances in connection with the Company's estimation that carry forward losses related to one of its subsidiaries would be realized through future taxable earnings. The decrease in the valuation allowance was partially offset by an increase in tax reserves to this same subsidiary.

AMDOCS LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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

On October 1, 2007, the Company adopted FIN 48 which prescribes a comprehensive model for the financial statement recognition, measurement, classification and disclosure of uncertain tax positions. The adoption of FIN 48 did not result in a change to the Company's retained earnings. The total amount of gross unrecognized tax benefits as of the date of adoption, which includes interest and penalties, was \$108,929, of which \$104,762 would affect the Company's effective tax rate if realized. The Company historically classified unrecognized tax benefits in current income taxes payable. In implementing FIN 48, the Company has reclassified unrecognized tax benefits for which the Company does not anticipate making payment within one year to long-term income taxes payable.

The total amount of unrecognized tax benefits, which includes interest and penalties, was \$87,033 as of June 30, 2008, of which \$82,774 would affect the effective tax rate if realized. As a result of settlements of certain tax matters during the three and nine months ended June 30, 2008, the amount of gross unrecognized tax benefits was reduced by approximately \$29,106 and \$40,856, respectively, (including interest), of which \$8,497 and \$13,185 respectively was recorded as tax payable.

The Company's policy of including interest and penalties related to income taxes, including unrecognized tax benefits, within the provision for income taxes on the consolidated statements of income did not change as a result of implementing FIN 48. As of the date of adoption of FIN 48, the Company had accrued \$17,530 in income taxes payable for interest and penalties relating to unrecognized tax benefits. As of June 30, 2008, the Company has accrued \$14,164 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 2001 and onwards. Timing of the resolution of audits is highly uncertain and therefore the Company cannot estimate the change in unrecognized tax benefits resulting from these audits within the next 12 months.

AMDOCS LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts in thousands, except per share data)

7. Earnings Per Share

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

	Three months ended		Nine months ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Numerator:				
Numerator for basic earnings per share	\$ 100,672	\$ 88,181	\$ 296,195	\$ 268,694
Effect of assumed conversion of 0.50% convertible notes	985	985	2,955	2,955
Numerator for diluted earnings per share	\$ 101,657	\$ 89,166	\$ 299,150	\$ 271,649
Denominator:				
Denominator for basic earnings per share weighted average number of shares outstanding	206,329	208,262	207,069	207,332
Effect of assumed conversion of 0.50% convertible notes	10,436	10,436	10,436	10,436
Effect of dilutive stock options granted	1,973	4,665	2,441	4,879
Effect of restricted stock issued	382	412	369	350
Denominator for diluted earnings per share adjusted weighted average shares and assumed conversions	219,120	223,775	220,315	222,997
Basic earnings per share	\$ 0.49	\$ 0.42	\$ 1.43	\$ 1.30
Diluted earnings per share	\$ 0.46	\$ 0.40	\$ 1.36	\$ 1.22

8. Repurchase of Securities

In August 2007, the Company announced that its board of directors had authorized a share repurchase plan allowing the repurchase of up to \$400 million of its outstanding ordinary shares. The authorization permits the Company to purchase its ordinary shares in open market or privately negotiated transactions at times and prices that it considers appropriate. During the nine months ended June 30, 2008, the Company repurchased 5,389 ordinary shares under this repurchase program, at an average price of \$31.96 per share (excluding broker and transaction fees). As of June 30, 2008, the Company may repurchase up to \$178 million of its ordinary shares under the share repurchase plan.

9. Stock Option and Incentive Plan

In January 1998, the Company adopted the 1998 Stock Option and Incentive Plan (the Plan), which provides for the grant of restricted stock awards, stock options and other equity-based awards to

AMDOCS LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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

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. In January 2008, the maximum number of ordinary shares authorized to be granted under the Plan was increased from 46,300 to 55,300. Awards granted under the Plan generally vest over a period of four years and stock options have a term of ten years.

The following table summarizes information about options to purchase the Company's ordinary shares, as well as changes during the nine month period ended June 30, 2008:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Outstanding as of October 1, 2007	20,457	\$ 31.62	
Granted	5,281	33.22	
Exercised	(1,707)	19.78	
Forfeited	(1,257)	35.96	
Outstanding as of June 30, 2008	22,774	\$ 32.64	6.17
Exercisable on June 30, 2008	12,956	\$ 32.58	4.22

The following table summarizes information relating to awards of restricted shares, as well as changes to such awards during the nine month period ended on June 30, 2008:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding unvested shares as of October 1, 2007	955	\$ 34.50
Granted	576	32.66
Vested	(252)	32.42
Forfeited	(105)	33.37
Outstanding unvested shares as of June 30, 2008	1,174	\$ 34.14

AMDOCS LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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

As of June 30, 2008, there was \$68,825 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.

Equity-based payments to employees, including grants of employee stock options, are recognized in the statements of income based on their fair values in accordance with FASB Statement No. 123 (revised 2004), Share-Based Payment, a revision of SFAS No. 123 (SFAS 123(R)) and Staff Accounting Bulletin No. 107 (SAB 107), which provides supplemental implementation guidance on SFAS 123(R).

Employee equity-based compensation pre-tax expense under SFAS 123(R) for the three and nine months ended June 30, 2008 and 2007 was as follows:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Cost of service	\$ 5,999	\$ 6,587	\$ 17,712	\$ 18,914
Research and development	1,104	1,734	3,626	5,099
Selling, general and administrative	8,978	4,358	22,372	15,957
Total	\$ 16,081	\$ 12,679	\$ 43,710	\$ 39,970

The total income tax benefit recognized in the income statement for stock-based compensation (including restricted shares) for the three months ended June 30, 2008 and 2007 was \$1,395 and \$2,161, respectively, and for the nine months ended June 30, 2008 and 2007 was \$4,225 and \$6,467, respectively.

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

	Three months ended		Nine months ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Risk-free interest rate (1)	3.23%	4.67%	3.23%	4.61%
Expected life of stock options (2)	4.50	4.50	4.30	4.54
Expected volatility (3)	0.347	0.290	0.333	0.315
Expected dividend yield (4)	None	None	None	None
Fair value per option	\$ 9.95	\$ 12.14	\$ 10.51	\$ 12.72

(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.

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

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

10. Operational Efficiency and Cost Reduction Programs

In the quarter ended March 31, 2007, the Company commenced a series of measures designed to align its operational structure to its expected future growth and to improve efficiency. As part of this plan, the Company recorded expense of \$6,011, consisting primarily of employee separation costs in connection with the termination of the employment of software and information technology specialists and administrative professionals at various locations around the world and for facility related costs. Approximately \$5,014 of the total expense had been paid in cash as of June 30, 2008, the remainder is primarily attributable to facility related costs which are expected to be paid through May 2013.

In connection with the acquisition of DST Innovis, Inc. and DST Interactive, Inc (collectively DST Innovis) in fiscal 2005, the Company commenced integration activities with respect to the DST Innovis business based on a plan to exit specific research and development activities and to terminate employees associated with these activities. The liabilities associated with this plan, which were recorded as part of the purchase accounting, are presented in the following table:

	Contractual obligations	Other	Total
Balance as of October 1, 2007	\$ 4,247	\$ 112	\$ 4,359
Cash payments	(599)		(599)
Adjustments (non-cash)	(3,118)	(112)	(3,230)
Balance as of June 30, 2008	\$ 530	\$	\$ 530

11. Contingencies

Legal Proceedings

The Company is involved in various legal proceedings arising in the normal course of its business. Based upon the advice of counsel, the Company does not believe that the ultimate resolution of these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

The Company generally sells its products with a limited warranty for a period of 90 days. The Company's policy is to account for warranty costs, if needed, based on historical trends in product failure. Based on the Company's experience, only minimal warranty services have been required and, as a result, the Company did not accrue any amounts for product warranty liability during the nine months ended June 30, 2008 and 2007.

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 only minimal costs as a result of such obligations and has not accrued any liabilities related to such indemnification 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 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. We do not promise to notify you if we learn that our assumptions or projections are wrong for any reason. We disclaim any obligation to update our forward-looking statements, except where applicable law may otherwise require us to do so.

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 2007 that we filed on December 3, 2007 with the United States Securities and Exchange Commission (SEC).

Overview of Business and Trend Information

Amdocs is a leading provider of software and services for communications service providers. Our market focus is primarily Tier 1 and Tier 2 communications companies, including leading wireline and wireless telecommunications, broadband cable and satellite service providers. In addition, Amdocs also supports lower tier communication service providers.

We develop, implement and manage software and services associated with the business support systems and operational support systems (BSS and OSS) that enable service providers to deliver a better, differentiated, and intentional customer experience, by, for example, introducing products quickly, understanding their customers more deeply, processing orders efficiently and solving problems productively. We refer to these systems as customer experience systems.

We believe the demand for our customer experience systems is primarily driven by several needs:

Consolidation in the communications industry is continuing, and competition among incumbent and new entrant service providers is intensifying.

Convergence is accelerating, with consumers expecting continuous access to voice, data and video services anywhere, through any device.

Service providers need to develop new revenue streams that take full advantage of ubiquitous connectivity and convergence lifestyle.

In this changing environment, we believe service providers will succeed by differentiating their offerings in order to deliver a customer experience that is simple, personal, and valuable at every point of service. Service providers can do this by adopting our customer experience systems (Amdocs CES) which are designed to help deliver an intentional customer experience. While we recognize that there are some macro-economic indicators that cause uncertainty in our industry, we continue to see demand for Amdocs products and services, and currently expect that we will continue to expand our business in fiscal 2008.

Offerings

Amdocs offerings of software and related services consist of:

A complete, modular portfolio of BSS and OSS software, including revenue management (billing, mediation and partner settlement), customer management (ordering, customer relationship management or CRM, and self-service), service and resource management (network management, planning and fulfillment) digital commerce management (content revenue management, search and digital advertising) and foundation products (such as enterprise product catalog). In January 2008, we introduced our most current version of the portfolio, Amdocs CES 7.5.

A comprehensive line of services, from strategy to execution. Because our customers' projects are complex and require systems support expertise, we also provide information technology, or IT, services, including extensive consulting, business strategy, system implementation, training, integration, modification, ongoing support, enhancement and maintenance services. In addition, we offer managed services, which include services such as system modernization and consolidation, the operation of data centers, ongoing support, maintenance services, system modification, rating and billing services and communications facility management services.

We have designed our customer experience systems to meet the mission-critical needs of leading service providers around the world. We support their various lines of business, including wireline, wireless, cable and satellite, and a wide range of communication services, including voice, video, data, IP, broadband, content, electronic and mobile commerce applications. We also support companies that offer multiple service packages, commonly referred to as bundled or convergent service packages. We have also applied our experience to assist service providers in the financial services sector to meet operational challenges that are similar to those experienced by communications

companies.

Amdocs also offers a full range of directory sales and publishing systems and related services, which we refer to as directory systems, for publishers of both traditional printed yellow page and white page directories and electronic Internet directories.

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 industry. We maintain development facilities in China, Cyprus, India, Ireland, Israel and the United States.

We believe that demand for our customer experience systems is primarily driven by the following key factors:

Consolidation & industry transformation, including:

ubiquitous use of communications and content services,

increases in digital and mobile commerce,

ongoing consolidation among incumbent communications providers,

increased competition from new entrants,

continued convergence of communications, broadband cable and satellite industries, and

continued commoditization and pricing pressure.

Convergence & technology advances, such as:

emergence of new communications products and services, especially video, broadband, data and content services, including IP-based services, such as Internet Protocol (IP) Television (IPTV) and Voice over IP (VoIP),

evolution to next generation networks such as IP Multimedia Subsystem (IMS), that enable converged services offerings like fixed-mobile convergence, and

technological changes, such as the introduction of 3G and 4G wireless technology, next-generation content systems and WiFi-and WiMax-based access technologies.

Customer focus, such as:

the need for service providers to focus on their customers in order to build profitable customer relationships,

the authority shift toward the consumer, with customers demanding new, innovative services that can be personalized, that are timely and relevant to them, that they can participate in creating, and that can be accessed anytime and anywhere,

ever-increasing expectation of customer service and support, including access to self service options, and

the need for service providers to differentiate themselves by creating a unique and mutually valuable customer experience.

The need for operational efficiency, including:

the shift from in-house management to vendor solutions,

business needs of service providers to reduce costs and lower total cost of ownership while retaining high-value customers in a highly competitive environment,

automating and integrating business processes that span service providers BSS and OSS systems and create a simple, one-company face to customers,

integrating and implementing new next-generation networks (and retiring legacy networks) to deploy new technologies, and

transforming fragmented legacy OSS systems to introduce new services in a timely and cost-effective manner.

We derive our revenue principally from:

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

the sale of high-level business consulting that includes services that advise, transform, integrate and optimize technology and business processes,

providing Managed Services and other related IT 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 and determinable; and (iv) collectability 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. As a result, we generally recognize combined license and service revenue over the course of these long-term projects, using the percentage of completion method of accounting. Initial license fee revenue is recognized as work is performed, using the percentage of completion method of accounting. 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. Service revenue that involves significant ongoing obligations, including fees for software customization, implementation and modification, also is recognized as work is performed, under the percentage of completion method of accounting. Revenue from software solutions that do not require significant customization and modification is recognized upon delivery or as services are provided. 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 or volume of data processed, depending on the specific contract terms of the managed services arrangement. Revenue from ongoing support services is recognized as work is performed or based on straight line over the service period.

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.

As a result of a significant portion of our revenue being subject to the percentage of completion accounting method, the size and timing of customer projects and our progress in completing such projects may significantly affect our annual and quarterly operating results.

Revenue from managed services arrangements (for customer experience systems and directory systems) is included in both license and service revenue. Revenue generated in connection with managed services arrangements are a significant part of our business, accounting for approximately 40% of our total revenue in the nine months ended June 30, 2008 and 2007, and generating substantial, long-term revenue streams, cash flow and operating income. In the initial period of our managed services projects, we may invest in modernization and consolidation of the customer's systems. Invoices are usually structured on a periodic fixed or unit charge basis. Managed services projects can be less profitable in the initial period. Margins tend to improve over time as we derive benefit from the operational efficiencies and from changes in the geographical mix of our resources.

Recent Accounting Standards

In June 2008, the Financial Accounting Standards Board (FASB) issued FASB Staff Position No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities (FSP EITF 03-6-1). According to FSP EITF 03-6-1, unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities under Statement of Financial Accounting Standards No. 128, Earnings per Share. As such, they should be included in the computation of basic earnings per share, (EPS) using the two-class method. FSP EITF 03-6-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, as well as interim periods within those years. Once effective, all prior-period EPS data presented must be adjusted retrospectively. We are currently evaluating the effect that adopting the provisions of FSP EITF 03-6-1 will have on our consolidated results of operations, and we currently expect that the effect will not be material.

In March 2008, the FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 (SFAS 161) . SFAS 161 applies to all derivative instruments and nonderivative instruments that are designated and qualify as hedging instruments and related hedged items accounted for under FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS 133). SFAS 161 requires entities to provide greater transparency through additional disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity s financial position, results of operations, and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Although SFAS 161 requires us to make additional disclosures, it does not affect the underlying accounting policy or the application thereof.

In December 2007, the FASB issued Statement No. 141 (revised), Business Combinations (SFAS 141(R)). SFAS 141(R) significantly changes the accounting for business combinations and establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree and recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase. SFAS 141(R) applies to us prospectively for business combinations for which the acquisition date is on or after October 1, 2009.

In December 2007, the FASB issued Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51 (SFAS 160). SFAS 160 changes the accounting for noncontrolling (minority) interests in consolidated financial statements including the requirements to classify noncontrolling interests as a component of consolidated shareholders equity, the elimination of minority interest accounting in results of operations and changes in the accounting for both increases and decreases in a parent s controlling ownership interest. SFAS 160 is effective for fiscal years beginning after December 15, 2008, and early adoption is prohibited. We are currently evaluating the effect that the application of SFAS 160 will have on our consolidated results of operations and financial condition.

In February 2007, the FASB issued Statement No. 159 The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115 (SFAS 159), which allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities under an instrument-by-instrument election. If the fair value option is elected for an instrument, subsequent changes in fair value for that instrument will be recognized in earnings. SFAS 159 also establishes additional disclosure requirements and is effective for fiscal years beginning after November 15, 2007, with early adoption permitted provided that the entity also adopts Statement No. 157, Fair Value Measurements (SFAS 157). We are currently evaluating the effect that the application of SFAS 159 will have on our consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS 157 which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No.157 applies under other accounting pronouncements that require or permit fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB issued FASB Staff Position No. SFAS 157-2, Effective Date of FASB Statement No. 157, which provides a one year deferral of the effective date of SFAS 157 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value on a recurring basis (at least annually). We are currently evaluating the effect that the application of SFAS 157 will have on our consolidated results of operations and financial condition.

Adoption of New Accounting Standard

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, An Interpretation of SFAS No. 109, (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return that results in a tax benefit. Additionally, FIN 48 provides guidance on de-recognition, income statement classification of interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. We adopted FIN 48 in the first quarter of fiscal 2008. The adoption of FIN 48 did not result in a change to retained earnings. See Note 6 to our consolidated financial statements for additional information on our provision for income taxes, including the effects of adoption of FIN 48 on our consolidated financial statements.

Results of Operations

The following table sets forth for the three and nine months ended June 30, 2008 and 2007 certain items in our consolidated statements of income reflected as a percentage of total revenue:

	Three months ended June 30,		Nine months ended June 30,	
	2008	2007	2008	2007
Revenue:				
License	4.3%	6.2%	4.0%	5.4%
Service	95.7	93.8	96.0	94.6
	100.0	100.0	100.0	100.0
Operating expenses:				
Cost of license	0.1	0.1	0.1	0.1
Cost of service	64.4	63.0	63.9	63.1
Research and development	6.8	8.0	7.2	8.3
Selling, general and administrative	12.8	13.3	12.9	13.0
Amortization of purchased intangible assets	2.8	2.7	2.8	2.7
Restructuring charges, in-process research and development and other	0.2		0.1	0.3
	87.1	87.1	87.0	87.5
Operating income	12.9	12.9	13.0	12.5
Interest income and other, net	0.8	2.0	1.0	1.7
Income before income taxes	13.7	14.9	14.0	14.2

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Income taxes	1.4	2.5	1.3	1.5
Net income	12.3%	12.4%	12.7%	12.7%

Nine Months Ended June 30, 2008 and 2007

The following is a tabular presentation of our results of operations for the nine months ended June 30, 2008 compared to the nine months ended June 30, 2007. Following the table is a discussion and analysis of our business and results of operations for such periods.

	Nine months ended June 30,		Increase (Decrease)	
	2008	2007	Amount	%
	(in thousands)			
Revenue:				
License	\$ 93,570	\$ 113,091	\$ (19,521)	(17.3)%
Service	2,243,249	1,996,393	246,856	12.4
	2,336,819	2,109,484	227,335	10.8
Operating expenses:				
Cost of license	2,267	3,045	(778)	(25.6)
Cost of service	1,493,134	1,330,776	162,358	12.2
Research and development	168,240	174,929	(6,689)	(3.8)
Selling, general and administrative	300,963	274,895	26,068	9.5
Amortization of purchased intangible assets	66,302	55,785	10,517	18.9
Restructuring charges, in-process research and development and other	1,780	6,761	(4,981)	(73.7)
	2,032,686	1,846,191	186,495	10.1
Operating income	304,133	263,293	40,840	15.5
Interest income and other, net	23,797	36,928	(13,131)	(35.6)
Income before income taxes	327,930	300,221	27,709	9.2
Income taxes	31,735	31,527	208	0.7
Net income	\$ 296,195	\$ 268,694	\$ 27,501	10.2%

Revenue. Total revenue increased by \$227.3 million, or 10.8%, to \$2,336.8 million in the nine months ended June 30, 2008, from \$2,109.5 million in the nine months ended June 30, 2007. The increase was primarily attributable to revenue from consolidation and transformation projects for Tier One customers as well as from revenue related to the expansion of our managed services activities.

License revenue decreased by \$19.5 million, or 17.3%, to \$93.6 million in the nine months ended June 30, 2008, from \$113.1 million in the nine months ended June 30, 2007. The decrease was primarily due to timing of projects, as we completed some projects and others are expected to begin in the near future.

License and service revenue attributable to the sale of Customer Experience Systems was \$2,137.8 million in the nine months ended June 30, 2008, an increase of \$241.0 million, or 12.7%, over the nine months ended June 30, 2007. The increase was primarily attributable to revenue from consolidation and transformation projects for Tier One customers as well as from revenue related to the expansion of our managed services activities. License and service revenue resulting from the sale of Customer Experience Systems represented 91.5% and 89.9% of our total revenue in the nine months ended June 30, 2008 and 2007, respectively.

License and service revenue from the sale of Directory Systems was \$199.0 million in the nine months ended June 30, 2008, a decrease of \$13.7 million, or 6.4%, as compared to the nine months ended June 30, 2007. License and service revenue from the sale of Directory Systems represented 8.5% and 10.1% of our total revenue in the nine months ended June 30, 2008 and 2007, respectively. We believe that we are a leading provider of Directory Systems in most of the markets we serve.

In the nine months ended June 30, 2008, revenue from customers in North America, Europe and the rest of the world accounted for 69.0%, 17.0% and 14.0%, respectively, of total revenue compared to 66.4%, 22.6% and 11.0%, respectively, in the nine months ended June 30, 2007. The decrease in the percentage of revenue contributed from customers in Europe was attributable primarily to completion of projects. The increase in the percentage of revenue contributed from customers in the rest of the world in the nine months ended June 30, 2008 was attributable primarily to revenue contributed in Asia Pacific as well as to customers in emerging markets.

Cost of License and Service. Cost of license mainly includes 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. The increase in cost of license and service in the nine months ended June 30, 2008 was \$161.6 million or 12.1%, which is higher than the increase in our total revenue in the nine months ended June 30, 2008. As a percentage of revenue, cost of license and service was 64.0% in the nine months ended June 30, 2008, compared to 63.2% in the nine months ended June 30, 2007. Our cost of service in the nine months ended June 30, 2008 increased as a result of expansion of our Managed Services activities, partially offset by cost savings resulting from our expansion into lower cost jurisdictions and increased efficiencies in our overall operations. Margins from Managed Services tend to improve over time as we realize synergies, create cost efficiencies and improve business processes.

Research and Development. Research and development expense is primarily comprised of compensation expense. Research and development expense decreased by \$6.7 million, or 3.8%, in the nine months ended June 30, 2008 to \$168.2 million from \$174.9 million in the nine months ended June 30, 2007. Research and development expense decreased as a percentage of revenue from 8.3% in the nine months ended June 30, 2007 to 7.2% in the nine months ended June 30, 2008. We believe that our research and development efforts are a key element of our strategy and are essential to our success and we intend to maintain our level of commitment to research and development. The decrease in research and development expense was attributable to increased efficiency as well as to changes in the geographical mix of our research and development resources. 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 increased by \$26.1 million, or 9.5%, in the nine months ended June 30, 2008 to \$301.0 million, from \$274.9 million in the nine months ended June 30, 2007. Selling, general and administrative expense is primarily comprised of compensation expense. The increase in selling, general and administrative expense was attributable to an overall increase in our operations.

Amortization of Purchased Intangible Assets. Amortization of purchased intangible assets in the nine months ended June 30, 2008 was \$66.3 million, compared to \$55.8 million in the nine months ended June 30, 2007. The increase in amortization of purchased intangible assets was primarily attributable to purchased intangible assets acquired in our fiscal 2006 and 2007 acquisitions.

Restructuring Charges and In-process Research and Development and Other. Restructuring charges, in-process research and development and other decreased by \$5.0 million, or 73.7%, in the nine months ended June 30, 2008 to \$1.8 million, from \$6.8 million in the nine months ended June 30, 2007. Restructuring charges, in-process research and development and other in the nine months ended June 30, 2008 consisted of a charge \$1.8 million for the write-off of purchased in-process research and development related to an immaterial acquisition during fiscal 2008. Restructuring charges, in-process research and development and other in the nine months ended June 30, 2007 consisted of a \$6.0 million restructuring charge related to our

restructuring plan in the second quarter of fiscal 2007, and a net charge of \$0.8 million for the write-off of purchased in-process research and development and other related to our fiscal 2007 acquisition.

Operating Income. Operating income increased by \$40.8 million, or 15.5%, in the nine months ended June 30, 2008, to \$304.1 million, or 13.0% of revenue, from \$263.3 million, or 12.5% of revenue, in the nine months ended June 30, 2007. The increase in operating income as a percentage of revenue was attributable to the 10.8% increase in revenue compared to the 10.1% increase in operating expense that we experienced during the nine months ended June 30, 2008.

Interest Income and Other, Net. Interest income and other, net decreased by \$13.1 million in the nine months ended June 30, 2008, to \$23.8 million from \$36.9 million in the nine months ended June 30, 2007. The decrease in interest income and other, net, is primarily attributable to the impact of foreign exchange losses, and to lower income on our short-term interest-bearing investments due to current market conditions.

Income Taxes. Income taxes for the nine months ended June 30, 2008 were \$31.7 million on pretax income of \$327.9 million, resulting in an effective tax rate of 9.7% compared to 10.5% in the nine months ended June 30, 2007. Of the decrease in our effective tax rate, approximately 1.7% was attributable to the changes in our tax reserves, approximately 2.8% was attributable to adjustments made during the three months ended June 30, 2007 to deferred tax liabilities related to two fiscal 2006 acquisitions, and approximately 2.3% was attributable to a tax benefit resulting from a lapse of statute of limitations, partially offset by increases of approximately 5.2% attributable to changes in the valuation allowances and approximately 1.2% attributable to the effect of acquisition-related costs (which include amortization of purchased intangible assets, and in-process research and development and other), restructuring charges and equity-based compensation expense, and the remaining difference was primarily attributable to a decrease in our effective tax rate attributable to the geographical distribution of earnings from global operations. We expect that our effective tax rate for fiscal year 2008 will be between 9% and 12% on an annualized basis, compared to 10.6% in fiscal year 2007. Our effective tax rate may fluctuate between quarters as a result of discrete items that may affect a specific quarter. Please see note 6 to our consolidated financial statements.

Net Income. Net income was \$296.2 million in the nine months ended June 30, 2008, compared to net income of \$268.7 million in the nine months ended June 30, 2007. The increase in net income was attributable to the increase in our operating income and to the decrease of our effective tax rate, offset by the decrease in interest income and other, net.

Diluted Earnings Per Share. Diluted earnings per share increased by \$0.14, or 11.5%, to \$1.36 in the nine months ended June 30, 2008, from \$1.22 in the nine months ended June 30, 2007. The increase in diluted earnings per share resulted from the increase in net income and a reduction in the number of ordinary shares outstanding resulting from repurchases made under our share repurchase program.

Three Months Ended June 30, 2008 and 2007

The following is a tabular presentation of our results of operations for the three months ended June 30, 2008 compared to the three months ended June 30, 2007. Following the table is a discussion and analysis of our business and results of operations for such periods.

	Three months ended June 30,		Increase (Decrease)	
	2008	2007	Amount	%
	(in thousands)			
Revenue:				
License	\$ 35,244	\$ 43,821	\$ (8,577)	(19.6)%
Service	785,044	668,270	116,774	17.5
	820,288	712,091	108,197	15.2
Operating expenses:				
Cost of license	555	960	(405)	(42.2)
Cost of service	528,437	448,795	79,642	17.7
Research and development	56,137	56,727	(590)	(1.0)
Selling, general and administrative	104,632	94,445	10,187	10.8
Amortization of purchased intangible assets	22,796	19,175	3,621	18.9
Restructuring charges, in-process research and development and other	1,780		1,780	
	714,337	620,102	94,235	15.2
Operating income	105,951	91,989	13,962	15.2
Interest income and other, net	6,159	14,290	(8,131)	(56.9)
Income before income taxes	112,110	106,279	5,831	5.5
Income taxes	11,438	18,098	(6,660)	(36.8)
Net income	\$ 100,672	\$ 88,181	\$ 12,491	14.2%

Revenue. Total revenue increased by \$108.2 million, or 15.2%, to \$820.3 million in the three months ended June 30, 2008, from \$712.1 million in the three months ended June 30, 2007. The increase was primarily attributable to revenue from consolidation and transformation projects for Tier One customers as well as from revenue related to the expansion of our managed services activities.

License revenue decreased by \$8.6 million, or 19.6%, to \$35.2 million in the three months ended June 30, 2008, from \$43.8 million in the three months ended June 30, 2007. The decrease was primarily due to timing of projects, as we completed some projects and others are expected to begin in the near future.

License and service revenue attributable to the sale of Customer Experience Systems was \$756.9 million in the three months ended June 30, 2008, an increase of \$117.0 million, or 18.3%, over the three months ended June 30, 2007. The increase was primarily attributable to revenue from consolidation and transformation projects for Tier One customers as well as from revenue related to the expansion of our managed services activities. License and service revenue resulted from the sale of Customer Experience

Systems represented 92.3% and 89.9% of our total revenue in the three months ended June 30, 2008 and 2007, respectively.

License and service revenue from the sale of Directory Systems was \$63.4 million in the three months ended June 30, 2008, a decrease of \$8.8 million, or 12.2%, as compared to the three months ended June 30, 2007. License and service revenue from the sale of Directory Systems represented 7.7% and 10.1% of our total revenue in the three months ended June 30, 2008 and 2007, respectively.

In the three months ended June 30, 2008, revenue from customers in North America, Europe and the rest of the world accounted for 69.5%, 16.2% and 14.3%, respectively, of total revenue compared to 64.1%, 22.7% and 13.2%, respectively, in the three months ended June 30, 2007. The decrease in the percentage of revenue contributed from customers in Europe was attributable primarily to completion of projects. The increase in the percentage of revenue contributed from customers in the rest of the world in the three months ended June 30, 2008 was attributable primarily to revenue contributed in Asia Pacific as well as to customers in emerging markets.

Cost of License and Service. Cost of license mainly includes 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. The increase in cost of license and service in the three months ended June 30, 2008 was \$79.2 million or 17.6%, which is higher than the increase in our total revenue in the three months ended June 30, 2008. As a percentage of revenue, cost of license and service was 64.5% in the three months ended June 30, 2008, compared to 63.1% in the three months ended June 30, 2007. Our cost of service in the three months ended June 30, 2008 increased as a result of expansion of our Managed Services activities, partially offset by cost savings resulting from our expansion into lower cost jurisdictions and increased efficiencies in our overall operations. Margins from Managed Services tend to improve over time as we realize synergies, create cost efficiencies and improve business processes.

Research and Development. Research and development expense is primarily comprised of compensation expense. Research and development expense decreased by \$0.6 million, or 1.0%, in the three months ended June 30, 2008 to \$56.1 million from \$56.7 million in the three months ended June 30, 2007. Research and development expense decreased as a percentage of revenue from 8.0% in the three months ended June 30, 2007 to 6.8% in the three months ended June 30, 2008. The decrease in research and development expense as a percentage of revenue was attributable to increased efficiency as well as to changes in the geographical mix of our research and development resources.

Selling, General and Administrative. Selling, general and administrative expense is primarily comprised of compensation expense. The increase in selling, general and administrative expense in the three months ended June 30, 2008 was \$10.2 million, or 10.8%, which is lower than the increase in our total revenue in the three months ended June 30, 2008.

Amortization of Purchased Intangible Assets. Amortization of purchased intangible assets in the three months ended June 30, 2008 was \$22.8 million, compared to \$19.2 million in the three months ended June 30, 2007. The increase in amortization of purchased intangible assets was due to purchased intangible assets acquired in our fiscal 2006 and 2008 acquisitions.

Restructuring Charges, In-process Research and Development and Other. Restructuring charges, in-process research and development and other in the three months ended June 30, 2008 consisted of a charge \$1.8 million for the write-off of purchased in-process research and development related to an immaterial acquisition during fiscal 2008.

Operating Income. Operating income increased by \$14.0 million, or 15.2%, in the three months ended June 30, 2008, to \$106.0 million, or 12.9% of revenue, from \$92.0 million, or 12.9% of revenue, in the three months ended June 30, 2007.

Interest Income and Other, Net. Interest income and other, net decreased by \$8.1 million in the three months ended June 30, 2008 to \$6.2 million from \$14.3 million in the three months ended June 30, 2007. The

decrease in interest income and other, net, is primarily attributable to the impact of foreign exchange losses and to lower income on our short-term interest-bearing investments due to current market conditions.

Income Taxes. Income taxes for the three months ended June 30, 2008 were \$11.4 million on pretax income of \$112.1 million, resulting in an effective tax rate of 10.2% compared to 17.0% in the three months ended June 30, 2007. Of the decrease in our effective tax rate, approximately 15.7% was attributable to the changes in our tax reserves, approximately 8.5% was attributable to adjustments made during the three months ended June 30, 2007 to deferred tax liabilities related to two fiscal 2006 acquisitions, and approximately 7.0% was attributable to a tax benefit resulting from a lapse of statute of limitations, partially offset by increase of approximately 19.1% attributable to changes in the valuation allowances and approximately 1.0% attributable to the effect of acquisition-related costs (which include amortization of purchased intangible assets, and in-process research and development and other) and equity-based compensation expense, and the remaining difference was primarily attributable to an increase in our effective tax rate attributable to the geographical distribution of earnings from global operations. We expect that our effective tax rate for fiscal year 2008 will be between 9% and 12% on an annualized basis, compared to 10.6% in fiscal year 2007. Our effective tax rate may fluctuate between quarters as a result of discrete items that may affect a specific quarter. Please see note 6 to our consolidated financial statements.

Net Income. Net income was \$100.7 million in the three months ended June 30, 2008, compared to net income of \$88.2 million in the three months ended June 30, 2007. The increase in net income was attributable to the increase in our operating income and to the decrease of our effective tax rate, offset by the decrease in interest income and other, net.

Diluted Earnings Per Share. Diluted earnings per share increased by \$0.06, or 15%, to \$0.46 in the three months ended June 30, 2008, from \$0.40 in the three months ended June 30, 2007. The increase in diluted earnings per share resulted primarily from the increase in net income and a reduction in the number of ordinary shares outstanding resulting from repurchases made under our share repurchase program.

Liquidity and Capital Resources

Cash, cash equivalents and short-term interest-bearing investments totaled \$1,180.4 million as of June 30, 2008, compared to \$1,179.3 million as of September 30, 2007. The increase is mainly attributable to \$305.5 million in positive cash flows from operations and to \$33.6 million in proceeds from the exercise of employee stock options partially offset by \$172.3 million used to repurchase ordinary shares pursuant to our share repurchase program, \$101.5 million of capital expenditures and \$57.0 million in net cash paid for acquisitions. Net cash provided by operating activities amounted to \$305.5 million and \$316.8 million for the nine months ended June 30, 2008 and 2007, respectively.

Our policy is to retain substantial cash balances in order to support the growth of the Company. 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 for at least the next fiscal year.

Our short-term interest-bearing investments are classified as available-for-sale securities. Unrealized gains or losses are reported as a separate component of accumulated other comprehensive income, net of tax. Such short-term interest-bearing investments consist primarily of commercial paper, certificates of deposit, U.S. government treasuries, U.S. agency securities, corporate bonds, asset backed obligations and mortgages, which are stated at fair value. The estimated fair values of the investments are based on quoted market prices and on observable market inputs as of the end of the reporting period. We generally have conservative investment policy guidelines and, consistent with these guidelines, we purchase only AAA asset-backed obligations and mortgages. We review various factors in determining whether we should recognize an impairment charge for our short-term interest-bearing investments, including the length of time and extent to which the fair value has been less than our cost basis, the credit ratings of the securities, the financial condition and near-term prospects of the issuers and our intent and ability to hold the investment for a period

of time sufficient to allow for any anticipated recovery in market value. Based on our considerations of these factors the other-than-temporary impairment on our short-term interest-bearing investments was immaterial during the first nine months of fiscal 2008 and fiscal 2007.

As of June 30, 2008, \$450 million aggregate principal amount of our 0.50% Convertible Senior Notes due 2024 was outstanding. The notes are subject to repurchase, at the holders' option, on March 15, 2009, 2014 and 2019. As of June 30, 2008, we had available an unsecured \$500 million five-year revolving credit facility, none of which was outstanding, and which we may use for general corporate purposes, including acquisitions and repurchases of our ordinary shares that we may consider from time to time. As of June 30, 2008, we also had a \$0.9 million short-term general revolving line of credit, none of which was outstanding. In addition, we had outstanding letters of credit and bank guarantees from various banks totaling \$6.9 million. As of June 30, 2008, we had outstanding short-term loans totalling \$2.0 million secured by specified pledges and guaranties.

We have contractual obligations for our convertible notes, financing arrangements, non-cancelable operating leases and purchase obligations summarized in the tabular disclosure of contractual obligations in our Annual Report on Form 20-F for fiscal year ended September 30, 2007. Since September 30, 2007, there have been no material changes in our contractual obligations other than in the ordinary course of our business.

Our capital expenditures were approximately \$101.5 million in the nine months ended June 30, 2008. Approximately 80% of these expenditures consisted of purchases of computer equipment, and the remainder primarily to leasehold improvements. The capital expenditures in the nine months ended June 30, 2008 were mainly attributable to investments in our operating facilities and our development centers around the world. We fund our capital expenditures principally from operating cash flows. We do not anticipate any changes to this policy in the foreseeable future.

Currency Fluctuations

We manage our foreign subsidiaries as integral direct components of our operations. The U.S. dollar is our functional currency. According to the salient economic factors indicated in SFAS No.52, Foreign Currency Translation, our cash flow, sale price, sales market, expense, financing and intercompany transactions and arrangement indicators are predominately denominated in the U.S. dollar. The operations of our foreign subsidiaries provide the same type of services with the same type of expenditure throughout the Amdocs group.

During the three and nine months ended June 30, 2008 and 2007, approximately 70% of our revenue and approximately 50% to 60% of our operating expenses were in U.S. dollars or linked to the U.S. dollar. As a result of long-term contracts in currencies other than the U.S. dollar and more customers seeking contracts that are denominated in currencies such as the Euro, the percentage of our revenue and operating expenses in U.S. dollar or linked to the U.S. dollar may decrease slightly over time. Historically, the effect of fluctuations in currency exchange rates on our consolidated operations was not material. As more of our customers seek contracts that are denominated in currencies other than the U.S. dollar, our exposure to fluctuations in currency exchange rates could increase. In managing our foreign exchange risk, we enter from time to time into various foreign exchange hedging contracts and options. 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.

Subsequent Event

On July 23, 2008, our Board of Directors elected Mr. Zohar Zisapel as a director of Amdocs to fill a vacancy on the Board.

PART II OTHER INFORMATION**Item 1. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities.****ISSUER PURCHASES OF EQUITY SECURITIES****PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

The following table provides information about purchases by us and our affiliated purchasers during the quarter ended June 30, 2008 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 (2)	(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)
6/1/08-6/30/08	1,562,184	\$ 31.92	1,562,184	\$ 177,959,939
Total	1,562,184	\$ 31.92	1,562,184	\$ 177,959,939

(1) In August 2007, our board of directors authorized a share repurchase plan allowing the repurchase of up to \$400 million of our outstanding ordinary shares. The authorization permits us to purchase our ordinary shares in open market or privately negotiated transactions at times and prices that we consider appropriate.

- (2) The average price per share excludes broker and transaction fees.

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 June 30, 2008:

- (1) Form 6-K dated May 6, 2008
- (2) Form 6-K dated April 22, 2008
- (3) Form 6-K dated April 18, 2008

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: August 11, 2008