

ACCENTURE LTD
Form SC 13D/A
January 07, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

ACCENTURE LTD
(Name of Issuer)

Class X common shares, par value \$0.0000225 per share
(Title of Class of Securities)

N/A
(CUSIP Number)

Douglas G. Scrivner
1661 Page Mill Road
Palo Alto, California 94304
(650) 213-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 20, 2004
(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [_].

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Each of the persons identified on Appendix A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

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3 SEC USE ONLY

4 SOURCE OF FUNDS:

00 (Applies to each person listed on Appendix A)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) []

(Applies to each person listed on Appendix A)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

As indicated on Appendix A.

7 SOLE VOTING POWER (See Item 6)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

No reporting person, other than Stichting
Naritaweg I and Stichting Naritaweg II,
beneficially owns more than 0.50% of the
outstanding Class X Common Shares

Stichting Naritaweg I beneficially owns 21,114,881
Class X Common Shares

Stichting Naritaweg II beneficially owns 24,312,531
Class X Common Shares

8 SHARED VOTING POWER (See Item 6)

0

9 SOLE DISPOSITIVE POWER (See Item 6)

No reporting person, other than Stichting
Naritaweg I and Stichting Naritaweg II,
beneficially owns more than 0.50% of the
outstanding Class X Common Shares

Stichting Naritaweg I beneficially owns 21,114,881
Class X Common Shares

Stichting Naritaweg II beneficially owns 24,312,531
Class X Common Shares

10 SHARED DISPOSITIVE POWER (See Item 6)

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

No reporting person, other than Stichting Naritaweg I and
Stichting Naritaweg II, beneficially owns more than 0.50% of
the outstanding Class X Common Shares

Stichting Naritaweg I beneficially owns 21,114,881

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Class X Common Shares

Stichting Naritaweg II beneficially owns 24,312,531
Class X Common Shares

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

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

No reporting person, other than Stichting Naritaweg I and
Stichting Naritaweg II, beneficially owns more than 0.50% of
the outstanding Class X Common Shares

Stichting Naritaweg I beneficially owns 5.84% of the outstanding
Class X Common Shares

Stichting Naritaweg II beneficially owns 6.72% of the outstanding
Class X Common Shares

14 TYPE OF REPORTING PERSON

OO as to the persons listed on Appendix A under the caption
"Stichtings"; IN as to all other persons listed on Appendix A

Appendix A

Item 1 Names of Reporting Persons	Item 6 Citizenship
R John Aalbregtse	United States
David A Abberton	Australia
Omar Abbosh	United Kingdom
Oday Abbosh	United Kingdom
George Abigail	United States
Carmela A Abiuso	United States
David J Abood	United States
Fernando Acevedo Frias	Spain
Alton L Adams	United States
Michelle R Adelman	United States
Kedrick D Adkins	United States
Greg S Adler	United States
Paula Adriaio	Portugal
Kees C Aerts	The Netherlands
Francisco Jos Aguado	Spain
Scott K Ahlstrom	United States
Shahid Ahmed	United States
Darrin E Ahrens	United States
Toshihiko Aizawa	Japan
Kennet W Ake	United States
Ayad Al-Ani	Germany
Tamara D Alairys	United States
Sebastiao C G Albuquerque	Portugal
Jose Jorge Alcobia	Portugal
Alejandro C Alcoverro	Argentina
Stephen Martin Alessi	United States
Michael A Alfieri	United States
W Christopher Alger	United States

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Angelo Aliquo	Italy
Mark J Allaby	United Kingdom; Australia
Brian David Allatt	United Kingdom
Christopher J Allen	United States
Claire Louise Allen	Australia
Vincenzo Aloisio	Italy
Matias Alonso	Spain
Samuel F Altiero	United States
Raul Eugenio Alvarado	United States
Teresa Alvarez	Spain
Roberto Alvarez	Argentina
Teresa Alvarez	Spain
Esteban Amengual	Spain
Javier Amezola	Spain
Brett B Anderson	United States
Eric A Anderson	United States
Grant Andes	United States
Steve Wayne Andre	United States
Jonathan S Andrews	United Kingdom
Greg Andrews	United States
David M Andrews	United States
Mario A Angelastro	Argentina
Benjamin Aparicio	Spain
Claudio Arcudi	Italy
Thomas E Arenberg	United States
Enrique Arias	Spain
Jose Luis Arias Gallo	Spain
Masud M Arjmand	United States
Sheela P Arkeri	Australia
Margaret Elizabeth Arky	United States
William John Armstrong	Canada
James Herbert Arnott	South Africa
Sandeep K Arora	India
Luigi Arrighini	Italy
Elisabeth A Astall	United Kingdom
James A Astorian	United States
Eduardo Atihe	Brazil
Christopher G Atkins	Australia
Christopher H Atkinson	United Kingdom
John D Atkinson	United States
Olivier Aubert	France
Herve Auchere	France
John Audia	Canada
David Carl Auer	United States
Kenneth Auman	United States
Samuel A Awad	United States
Katarina Axelsson	Sweden
Alberto Ayuso	Spain
Jack Elison Azagury	United Kingdom
Ansano Baccelli Jr	Brazil
Chris J Bacic	United States
Luigi Badaloni	Italy
Thomas P Baecker	Germany
Vinod Bagal	United States
Andreas Baier	Germany
James E Bailey	United States
Elizabeth Dodelin Bailey	United States
Marylou Y Bailey	United States
Ann Frances Baker	United Kingdom
Christopher M Baker	United States
George Clayton Baker	United States
Ellen M Balaguer	United States

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Kenneth Wayne Baldwin	United States
Charles Ball	Peru; France
Jordi Ballesteros	Spain
John J Ballow	United States
Muneatsu Ban	Japan
Kevin Bandy	United States
Jerome Barancourt	France
Ana Baranda	Spain
Philippe Baratte	France
Michelangelo Barbera	Italy
Christopher E Barbour	Australia
Silvio L Barboza	Brazil
Juan Barcena	Spain
Jose A Barco	Spain
Alberto Bardaji Pascual	Spain
Thomas Barden	United States
Maurizio Barini	Italy
Stephen A Barlock	United States
Roderick E Barnard	Australia
Alan H Barnes	United States
Nigel Barnes	United Kingdom
C Keith Barringer	United States
Thomas Brendan Barry	United Kingdom
Pedro Barsanti Vigo	Spain
Rachael M J Bartels	United Kingdom
Troy B Barton	United States
Michael P Barton	United States
Giuseppe Barzaghi	Italy
Joaquin F Bas Monerris	Spain
Christy G Bass	United States
Martha J Batista	United States
Kathy L Battistoni	United States
Alex Bauer	France
Nathan E Beadle	United States
Sally Bean	South Africa; Italy
Mark Beaton	United Kingdom
Arjun Bedi	United States
Jeffrey I Beg	United States
John T Bell	United Kingdom; South Africa
Phillip J Bell	United States
Thomas Rowe Bell Jr	United States
Royce Michael James Bell	United Kingdom
Philippe Bellamit	France
Peter C Bellas	United States
Jacob Benadiba Wahnich	Spain
Fabio Benasso	Italy
Giovanni Benedetto	Italy
Bjorn Erik Bengtsson	Sweden
Jorge L Benitez	United States
Florentino Benito	Spain
Michael J Benore	United States
Karim A Benrais	France
La Cinda S Benson	United States
Daniel Mark Benton	United Kingdom
Oliver J Benzecry	United Kingdom
Michael M Berens	United States
Ernst-Jan Bergman	The Netherlands
Franz Bergmueller	Germany
Jose Bermudez Marcos	Spain
Giancarlo N Berry	Brazil
Randall E Berry	United States
Bruno Berthon	France

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Adrian Michael Bertschinger	South Africa
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Jonathan F Besse	United States
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Uday Bhansali	India
Stephanie B Bichet	United States
David L Bieber	United States
Andreas L Bienert	Germany
Pius Bienz	Switzerland
Holger Bill	Germany
Nicholas Billington	United Kingdom
Gilles Biscay	France
Peter Nigel Blackadder	United Kingdom
Alastair Murray Blair	Ireland
Robert V Blakey	United States
Andrew J Blanchard	United States
Manuel Alfredo Blanco Barrios	Spain
Jose Bleda	Spain
Leo Blennerhassett	Ireland
Andrew David Bloch	United States
Lucy Bloem-Dunster	United Kingdom
David L Blumberg	United States
David D Boath	United Kingdom
Pieter W Boelens	The Netherlands
James George Bogues	United Kingdom
James George Bogues	Ireland
Lars A Bohm	Sweden
Jean Pierre Bokobza	France
Fernando Jimenez Boldrini	Brazil
Martin Fuhr Bolstad	Norway
Jamie M Bolton	Australia
James Richard Bolton Jr	United States
Fabio Bonfanti	Italy
Valentijn Bongier	The Netherlands
Saulo L Bonizzato	Brazil
Eugenio Bonomi	Italy
H Keith Boone	United States
Cody Boren	United States
Danilo Boretto	Italy
Lars Borjesson	Sweden
Pierre Bosche	France
Franck Boubon	France
Philippe Boueilh	France
Paul A Boulanger	United States
Michael E Boushka	United States
Michael A Bova	United States
James T Bowler	United States
Michael L Bowman	United States
Mark Andrew Boyle	Australia
Michael D Bozarth	United States
Lucio Bozzoli-Parasacchi	Italy
Brendan Walsh Bradley	United States
Cathy L Bradley	United States
Nigel P Brady	United Kingdom
Karen M Braeckmans	Belgium
Harry H Brakeley III	United States
Paolo Branchi	Italy
Erin M Brannan	United States
Catriona M Brash	Australia
Donald M Bray	United States
Simon P Bray	Australia

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Scott R Brennan	United States
Susann F Bresnahan	United States
Frank D Brienzi	United States
Jerry H Briggs	United States
Santiago Jesus del Brio Gonzalez	Spain
Marco P Brocken	The Netherlands
Chris Brocklesby	United Kingdom
Rachel R Brody	United States
James Bentley Broms	United States
Maureen L Brosnan	United States
Ad-Jan Brouwer	The Netherlands
Richard L Brower	United States
Fred W Brown	United States
Stephen T Brown	United States
Charles Patrick Brown	United States
Thomas C Brown	United States
Michael Speros Brown	United States
Dave Brown	United Kingdom
Edward Lambert Browne	United Kingdom
Chris Broyden	United Kingdom
Michael Brueckner	Germany
Antoine Brugidou	France
Mark J Bruni	United States
Giovanni Paolo Bruno	Italy
Mark G Bryant	United Kingdom
Thomas E Brydon	United States
Norbert Buening	Germany
Vincent E Bugge	United States
Christian Bulletti	Italy
Philip William Bulley	United Kingdom
Paul A Burgess	United Kingdom
Raul Burgos Gonzalez	Spain
Thomas M Burke	United States
Ann V Burns	United Kingdom
Brian S Burns	United States
Steven Robert Burns	United States
Niul A Burton	United Kingdom
Khan Busby	United Kingdom
Thomas L Butcher	United States
Clive J Butkow	South Africa
Werner Buttiens	Belgium
Vidya S Byanna	United States
Patrick Michael Byrne	United States
Jean Cabanes	France
Brad P Cable	Australia
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Paolo Capone	Italy
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Kevin Wade Carley	United States
Armelle Carminati-Rabasse	France
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Chris Carrigan	United Kingdom
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Jaime Casanovas	Spain
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Christopher M Cowan	United Kingdom
Pamela J Craig	United States
Thomas A Cranley	United States
Jon D Craver	United States
Karen Crennan	United States
Pascal Cretot	France
Paul Crook	United Kingdom
William Crothers	United Kingdom
David A Crow	United States
James D Crowley	Ireland
Christopher L Crump	United States
Rita Francisca S Cruz	Philippines
Alejandro Cuartero	Spain
Alden Cuddihey	Canada
Steven R Culp	United States
John Edward Cunningham	United States
Gary A Curtis	United States
Andrew R Curtis	United Kingdom
John Michael Cusano Jr	United States
France Leila Cyrenne	Canada
Robert Lewis D'Avanzo	United States
Giovina Silvana D'Giacomo	Venezuela
Angelo D'imporzano	Italy
Michele Dagradi	Italy
David R Dahle	United States
Ger M Daly	Ireland
Denise Damiani	Brazil
Denise Damiani	Italy
William W Dandridge	United States
Margaret Harrison Darby	United States
Daniel W Darland	United States
Ghazali Darman	Malaysia
Philippe H Darneau	France
Avis Darzins	United Kingdom
Paul R Daugherty	United States
Libor David	Czech Republic
Michael R David	United States
David A Davidson	United States
Owen Barrasford Davies	United States
Colin K Davies	Canada
Christopher P Davin	United States
John E Davis	United States
Bradley W Davis	United States
Jon Philip Davis	United Kingdom
Mary Catherine Davis	United Kingdom
Joseph E Davis Jr	United States
David W Day	United States
Eric De Blauwe	France
Marc O De Kegel	Belgium
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Renato Dedonatis	Italy
Heinrich Degener	Germany
Cheryl L Deitcher	United States
LaMae Allen deJongh	United States
John L Del Santo	United States
Philippe Delaide	France
Vincent Delaporte	France
Allen J Delattre	United States
Marc P Delesalle	United States
Catherine Delhaye	France
Patrizio Delicati	Italy
Vittorio Delmonte	Italy
Pascal A Delorme	France
Stephen M Demarest	United States
Regis Demaria	France
Brian C DeMay	United States
Stephen J Dempsey	United Kingdom
Jean-Marc Deniau	France
Pascal Denis	Belgium
Michael A Dennis	United States
Gregory C Dennis	United States
Kris P Denton	United States
R Douglas Derrick	United States
Fabrice Dersy	France
Koen D Deryckere	Belgium
David Deschamps	France
Jose Manuel Desco Agullo	Spain
Andrew J Desmond	Ireland
Drew S Dettling	United States
Mauricio Deutsch Menache	Mexico
Neil Deville	United Kingdom
Jan L Dewitte	Belgium
Eva Dewor	Germany
Giorgio Di Paolo	Italy
Carmen Diaz Madronal	Spain
James R Dicaprio	United States
James M Dickey	United States
Alexander P Dickey	United States
Otto Diemer	Germany
David R Dietrich	United States
Francisco Javier Diez	Spain
Jose Luis Diez Ballesteros	Spain
Christopher S DiGiorgio	United States
Gino B DiGregorio	United States
Roger W Dik	United States
Fraser M Dillingham	United Kingdom
Fernand Dimidschstein	Belgium
Kenneth S Dineen	United States
Earle R Dinsmore	United States
Kenneth Michael Dircks	United States
Kevin J Dixon	Australia
Marek Dobsa	Czech Republic
Warren J Dodge	United States
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Juan Domenech	Spain
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James C Donohue	United States
Tony Doocey	United Kingdom
Kevin J Dooley	United States
Giuseppe Dosi	Italy
Alberto Dosset	Spain
John Martin Downie	Australia
John Martin Downie	United Kingdom
Michael B Doyle	United States
Jonathan Doyle	Ireland
John F Drake	United States
William Christopher Draper Jr	United States
Woodruff W Driggs II	United States
Timothy D Druzgala	United States
Peter Dubois	Sweden
Robert N Duelks	United States
Paul M Duff	Ireland
Michael G Duffy	Ireland
Stephen Anthony Duffy	United Kingdom
John D Dugan	United States
Stephen F Dull	United States
Mark Wayne Dunaway	United States
Todd A Dunbar	United States
Gary A Duncan	United States
John F Durocher	United States
Andrew James Dvorocsik	United States
Richard C Easton	United States
Robert J Easton	Australia
Philip Anthony Eaton	United Kingdom
Simon Eaves	United Kingdom
Oskar Ebbinghaus	Sweden
John G Edelblut	United States
David M Edmondson	United States
Matthew J Edwards	United Kingdom
W Mark Edwards	United Kingdom
Steven G Edwards	United States
Peter J Effler	United States
Michael E Egan	United States
Atsushi Egawa	Japan
Jens C Egerland	Germany
Traci D Egly	United States
Segun Olakunle Egunjobi	Nigeria
James M Ehrhart	United States
Amr El Saadani	Germany
Mark N Eleoff	Canada
John Erik Ellingsen	Norway; United Kingdom
J Dean Elliott	United States
James M Ellis	United States
Dan H Elron	United States
Harvey Richard Embree	United States
Richard J Emerson	Australia
Patricia Ann Endres	United States
Juan Enero	Spain
John F Engel	United States
Christian Engels	Germany
Markus Enggist	Switzerland
Simon John England	United Kingdom
Bradley G Englert	United States
Michael H Engoian	United States
Paul Joseph Equale	United States
Mark D Ernst	United States
Mike Ethelston	United Kingdom

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Wolf Henning Ettel	Germany
Nick Peter Evans	United Kingdom
Phillip G Everson	United Kingdom
Pascal Eymery	France
Mario Ezquerro-Plasencia	Spain
Gilles Fabre	France
Louis Fagalde	France
Jaime Falcao	Portugal
Jean Faltz	Luxembourg
Maged Fanous	United Kingdom
Catherine Strother Farley	United States
Michael Farrell	United Kingdom
George L Farrington	United States
Donavon J Favre	United States
Julien Faye	France
Norman D Fekrat	United States
Luiz C Ferezin	Brazil
Martin Ferguson	United States
Glover T Ferguson Jr	United States
Jose Manuel Fernandes	Portugal
Jose Antonio Fernandez	Spain
Jorge Fernandez Casamayor	Spain
Javier Fernandez Luna	Spain
Jose Francisco Fernandez Perdiz	Spain
Stephen David Ferneyhough	United Kingdom
Daniele Ferrari	Italy
Jaime Ferrer	Spain
Angel Ferreras	Spain
Guido Ferriani	Italy
Vincenzo Ferro	Italy
Daniel V Figueirido	Argentina
Eddy J Fikse	United States
Clare Filby	United Kingdom
Charles L Filewych	Canada
Charles Boyd Findlay	United Kingdom
Gary S Fink	United States
Walter Fioramonti	Italy
Alan M Fiorenza	United States
Thomas M Fischer	United States
Reiner Fischer	Germany
Kenneth A Fishman	United States
Gary J Fitzgerald	Australia
Erik Fjornes	Norway
Simon Flack	Australia
Jennifer V Flake	United States
Eberhard M Fleedel	Germany
Mark Douglas Fleming	United States
Henry Clifton Fleming	United States
Karl-Heinz Floether	Germany
James E Flowers	United States
Jose Maria Font	Spain
Michael S Foong	Malaysia
Charles Scott Forbes	United States
Joe W Forehand	United States
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Stephen R D Fowler	United Kingdom
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Leonardo J Framil	Brazil
Luis Franquesa Castrillo	Spain
Hakan S Franson	Sweden
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Stephen Michael Fraser	United Kingdom
Albert H Frazier	United States
Todd N Frech	United States
Per Ingvald Fredriksen	Norway
Jason C Freedman	United States
John G Freeland	United States
Robert N Frerichs	United States
Elizabeth Fretwell	United Kingdom
Andrew Douglas Friars	Australia
Michele K Friedman	United States
Joel P Friedman	United States
Ko Fukuzawa	Japan
Maria Fullone	Italy
W Colin Fulton	United States
Paolo Fumi	Italy
D Wayne Furphy	Zimbabwe
Hironobu Furusawa	Japan
Robert P Gach	United States
Elena Gadol	France
Michael L Gailey	United States
Punita Gajree	United Kingdom
Jose Galamba de Oliveira	Portugal
Rafael Galan	Spain
Archie Galbraith	United Kingdom
Jeffery A Galbraith	United States
Michael John Gallagher	United States
Kelly P Gallant	Canada
Jean-Yves Galley	France
Adolfo J Galue Amblar	Spain
John Michael Gamberoni	United States
Larry Gan Nyap Liou	Malaysia
Alberto Gandini	Italy
Thomas M Gannon	United States
Jerry Martin Garcia	Canada
Pedro Jose Garcia	Spain
Pedro Jose Garcia	Venezuela
Jose Luis Garcia Huerta	Spain
Miguel Angel Garcia-Diez	Spain
Randall Edward Gargas	United States
Mark Gargiulo	United States
Andrew Thorburn Garrick	United Kingdom
David Gartside	United Kingdom
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(CLASS X COMMON SHARES)

This Amendment No. 8 amends and supplements the Statement on Schedule 13D, filed on February 14, 2002, as amended and restated by Amendment No. 1 thereto, filed on May 22, 2002, as further amended and restated by Amendment No. 2 thereto, filed on March 5, 2003, as further amended and restated by Amendment No. 3 thereto, filed on July 15, 2003, as further amended and restated by Amendment No. 4 thereto, filed on November 26, 2003, as further amended by Amendment No. 5 thereto, filed on March 29, 2004, as further amended by Amendment No. 6 thereto, filed on June 14, 2004, and as further amended by Amendment No. 7 thereto, filed on October 18, 2004 (as amended, the Statement), with respect to the Class A common shares, par value \$0.0000225 per share, of Accenture Ltd. This Amendment No. 8 is being filed principally because of the termination of certain provision of that certain Voting Agreement, dated as of April 18, 2001, among the Issuer and the persons signatory thereto, (the Voting Agreement).

ITEM 1. SECURITY AND ISSUER

No Amendment.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of this statement is hereby supplemented and amended so that the first paragraph shall read:

(a), (b), (c), (f) The cover page to this Schedule and Appendix A hereto contain the names of the persons (Voting Provision Persons) who were formerly subject to the voting provisions of a Voting Agreement, dated as of April 18, 2001, among Accenture Ltd and the covered persons party thereto from time to time (as amended from time to time, the Voting Agreement). The Class X Common Shares beneficially owned by the Voting Provision Persons which were subject to the voting provisions of the Voting Agreement are hereinafter referred to as Voting Provision Shares. This filing is being made on behalf of all of the Voting Provision Persons, and the agreement that this filing may be so made is contained in the Voting Agreement.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No Amendment.

ITEM 4. PURPOSE OF TRANSACTION.

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Item 4 of this Statement is hereby supplemented and amended as follows:

Effective as of November 20, 2004, pursuant to Section 6 of the Voting Agreement, the requisite percentage of signatories thereto terminated the voting provisions of the Voting Agreement.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of this Statement is hereby supplemented and amended so that paragraph (b) shall read:

(b) Rows (7) through (10) of the cover page to this Schedule are hereby incorporated by reference. Each Voting Provision Person hereby disclaims beneficial ownership of shares held by each other Voting Provision Person.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of this Statement is supplemented and amended as follows:

Effective as of November 20, 2004, pursuant to Section 6 of the Voting Agreement, the requisite percentage of signatories thereto terminated the voting provisions of the Voting Agreement.

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS.

No amendment.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 7, 2005

By: /s/ Douglas G. Scrivner

Name: Douglas G. Scrivner
Title: Attorney-in-Fact