

XL GROUP PLC  
Form 3/A  
September 08, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â CATLIN STEPHEN JOHN OAKLEY              |         | (Month/Day/Year)<br>05/01/2015       | XL GROUP PLC [XL]  |  |
| (Last)                                    | (First) | (Middle)                             |  |  |
| ONE BERMUDIANA ROAD                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   |  |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| HAMILTON,Â D0Â HM 08                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Executive Deputy Chairman |  |
| (City)                                    | (State) | (Zip)                                | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
|   |         |                                      | 05/11/2015   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person   |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares                    | 897,735 <sup>(1)</sup>                                   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

Edgar Filing: XL GROUP PLC - Form 3/A

|             |            |           |             |
|-------------|------------|-----------|-------------|
| Date        | Expiration | Amount or | or Indirect |
| Exercisable | Date       | Number of | (I)         |
|             |            | Shares    | (Instr. 5)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| CATLIN STEPHEN JOHN OAKLEY<br>ONE BERMUDIANA ROAD<br>HAMILTON, D0 HM 08 | ^             | ^         | ^ Executive<br>Deputy<br>Chairman | ^     |

## Signatures

|   |            |
|---|------------|
| Hannah Orowitz, Attorney-in-Fact for Stephen J.<br>Catlin | 09/08/2015 |
|---|------------|

|                                 |      |
|---------------------------------|------|
| **Signature of Reporting Person | Date |
|---------------------------------|------|

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) As noted in the original Form 3 filing, the beneficial ownership figure reported was an estimate based on available information at the time of filing. Table I reflects the final number of securities beneficially owned at the time of the reported transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.