XL GROUP LTD
Form 8-K
June 15, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): June 15, 2017
XL GROUP LTD
(Exact name of registrant as specified in its charter)

Bermuda	1-10804	98-1304974
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

O'Hara House, One Bermudiana Road, Hamilton, Bermuda HM 08
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (441) 292-8515
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):
[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On June 15, 2017, XL Group Ltd (the "Company") announced that it intends to commence a series of fixed income investor meetings in Europe on June 19, 2017 in connection with the potential offering by XLIT Ltd. ("XL-Cayman"), a direct, wholly-owned subsidiary of the Company, of Euro denominated fixed to floating rate subordinated notes due 2047 (the "subordinated notes") in an underwritten public offering. The subordinated notes are expected to include provisions that would allow the issuer to optionally redeem the subordinated notes at par in the tenth year following the issue date, as well as at any time upon the occurrence of certain events, including specified tax, ratings and regulatory events.

The offering is subject to market and other conditions, and there can be no assurance as to the terms of any offering or whether or when the offering may commence or be completed. If the Company were to conduct the offering in the future, a prospectus relating to the offering will be made available by the underwriters of the offering or by the Company.

This report does not constitute an offer to sell or a solicitation of an offer to buy any securities.

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meanings of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including with respect to the potential offering of securities by XL-Cayman. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

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 hereunto duly authorized.

Date: June 15, 2017

XL Group Ltd

(Registrant)

By: /s/ Kirstin Gould

Name: Kirstin Gould

Title: General Counsel and Secretary