

XL GROUP LTD
Form 15-12B
October 04, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 1-10804
1-35311

XL GROUP LTD

XLIT LTD.

(Exact name of registrant as specified in its charter)

(Exact name of registrant as specified in its charter)

O'Hara House, One Bermudiana Road
Hamilton HM 08, Bermuda
(441) 292-8515

O'Hara House, One Bermudiana Road
Hamilton HM 08, Bermuda
(441) 292-8515

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

XLIT Ltd. 2.30% Senior Notes due 2018 (and the guarantees related thereto)

XLIT Ltd. 5.75% Senior Notes due 2021 (and the guarantees related thereto)

XLIT Ltd. 4.450% Subordinated Notes due 2025 (and the guarantees related thereto)

XLIT Ltd. 5.25% Senior Notes due 2043 (and the guarantees related thereto)

XLIT Ltd. 5.500% Subordinated Notes due 2045 (and the guarantees related thereto)

XLIT Ltd. Fixed to Floating Rate Subordinated Notes due 2047 (and the guarantees related thereto)

XLIT Ltd. 6.375% Senior Notes due 2024

XLIT Ltd. 6.25% Senior Notes due 2027

XLIT Ltd. Fixed/Floating Series E Perpetual Non-Cumulative Preference Ordinary Shares

(Title of each class of securities covered by this Form)

Common Shares, Par Value \$0.01 per Share

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(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- Rule 12g-4(a)(1)
- Rule 12g-4(a)(2)
- Rule 12h-3(b)(1)(i)
- Rule 12h-3(b)(1)(ii)
- Rule 15d-6
- Rule 15d-22(b)

Approximate number of holders of record as of the certification or notice date:

| | |
|---|-----|
| XLIT Ltd. 2.30% Senior Notes due 2018 | 42 |
| XLIT Ltd. 5.75% Senior Notes due 2021 | 53 |
| XLIT Ltd. 4.450% Subordinated Notes due 2025 | 58 |
| XLIT Ltd. 5.25% Senior Notes due 2043 | 25 |
| XLIT Ltd. 5.500% Subordinated Notes due 2045 | 47 |
| XLIT Ltd. Fixed to Floating Rate Subordinated Notes due 2047 | 107 |
| XLIT Ltd. 6.375% Senior Notes due 2024 | 59 |
| XLIT Ltd. 6.25% Senior Notes due 2027 | 51 |
| XLIT Ltd. Fixed/Floating Series E Perpetual Non-Cumulative Preference Ordinary Shares | 49 |

Pursuant to the requirements of the Securities Exchange Act of 1934, XL Group Ltd has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 4, 2018 By: /s/ Stephen Robb

Name: Stephen Robb
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, XLIT Ltd. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 4, 2018 By: /s/ Stephen Robb

Name: Stephen Robb
Title: Director