Keller Andre Form 4 March 02, 2018

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

#### STATEMENT OF CHANGES IN 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Keller Andre

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

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Number:

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response...

XL GROUP LTD [XL]

3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2018

Director 10% Owner Other (specify X\_ Officer (give title

(Check all applicable)

(Middle)

below)

EVP, Chief Investment Officer

PLACE, 200 LIBERTY ST., 22ND **FLOOR** 

XL CATLIN, BROOKFIELD

(First)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW	YORK.	$\mathbf{NV}$	1029
INF.W	YUKK.	INY	$\pm 0.2\delta$

(City)	(State) (	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
XL Common Shares	02/28/2018		Code V M	Amount 2,676 (1)	(D)	Price \$ 0 (2)	2,789	D	
XL Common Shares	02/28/2018		M	60 (3)	A	\$ 0 (4)	2,849	D	
XL Common Shares	02/28/2018		F	962 (5)	D	\$ 42.31	1,887	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of conderivative Expiration Day Securities (Month/Day/Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	02/28/2018		A	14,182		<u>(6)</u>	<u>(6)</u>	Common Shares	14,182
Restricted Stock Units	(2)	02/28/2018		M		2,676	<u>(7)</u>	<u>(7)</u>	Common Shares	2,676
Dividend Equivalent Rights	<u>(4)</u>	02/28/2018		M		60	<u>(4)</u>	<u>(4)</u>	Common Shares	60

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Keller Andre

XL CATLIN, BROOKFIELD PLACE 200 LIBERTY ST., 22ND FLOOR NEW YORK, NY 10281

EVP, Chief Investment Officer

## **Signatures**

Hannah Orowitz, Attorney-in-Fact for Andre Keller

03/02/2018

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Shares acquired in relation to the 2017 restricted stock unit award vesting.
- (2) Each restricted stock unit represents a contingent right to receive one XL common share.

Reporting Owners 2

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- (3) Shares acquired in relation to the 2017 dividend equivalent unit award vesting.
- (4) Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued when and as dividends were paid on XL common stock. Each dividend equivalent right is the economic equivalent of one share of XL common stock.
- (5) Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.
- (6) Restricted stock units granted on February 28, 2018 vest in three equal annual installments on each anniversary of the grant date (February 28, 2019, 2020 and 2021), provided the reporting person's employment continues through such vesting dates.
- (7) Restricted stock units granted on February 28, 2017 vest in three equal annual installments on each anniversary of the grant date (February 28, 2018, 2019 and 2020), provided the reporting person's employment continues through such vesting dates.

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.