

XL GROUP LTD  
Form 3  
February 27, 2017

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

OMB APPROVAL

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**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 Cooper Charles F.A.                     |         | (Month/Day/Year)                     | XL GROUP LTD [XL]   |  |
| (Last)                                    | (First) | (Middle)                             | 02/17/2017  |  |
| 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>Chief Executive, Reinsurance |  |
| (City)                                    | (State) | (Zip)                                | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
|   |         |                                      | 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) |
|------------------------------------|--|---|--|
| Common Shares                      | 106,434  | 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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of   |  |  |  |

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|                            |       |       |                 | Shares |        | (I)<br>(Instr. 5) |   |
|----------------------------|-------|-------|-----------------|--------|--------|-------------------|---|
| Restricted Stock Units     | Â (1) | Â (1) | Common Shares   | 4,661  | \$ (2) | D                 | Â |
| Dividend Equivalent Rights | Â (3) | Â (3) | Common Shares   | 295.71 | \$ (2) | D                 | Â |
| Restricted Stock Units     | Â (4) | Â (4) | Common Shares   | 7,828  | \$ (2) | D                 | Â |
| Dividend Equivalent Rights | Â (5) | Â (5) | Common Shares   | 335.36 | \$ (2) | D                 | Â |
| Restricted Stock Units     | Â (6) | Â (6) | Ordinary Shares | 15,950 | \$ (2) | D                 | Â |
| Dividend Equivalent Rights | Â (7) | Â (7) | Common Shares   | 361.86 | \$ (2) | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Cooper Charles F.A.<br>ONE BERMUDIANA ROAD<br>HAMILTON,Â D0Â HM 08 | Â             | Â         | Â Chief Executive, Reinsurance | Â     |

## Signatures

Hannah L. Orowitz, Attorney-in-Fact for Charles F.A. Cooper 02/27/2017

\_\_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) Restricted stock units granted on February 28, 2014 vest in three equal annual installments on each anniversary of the grant date (February 28, 2015, 2016 and 2017), provided the reporting person's employment continues through such vesting dates.
- (2) Each restricted stock unit represents a contingent right to receive one XL common share.
- (3) Dividend equivalent rights accrued on 2014 restricted stock unit award. Dividends will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one XL common share.
- (4) Restricted stock units granted on February 28, 2015 vest in three equal annual installments on each anniversary of the grant date (February 28, 2016, 2017 and 2018), provided the reporting person's employment continues through such vesting dates.
- (5) Dividend equivalent rights accrued on 2015 restricted stock unit award. Dividends will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one XL common share.
- (6) Restricted stock units granted on February 28, 2016 vest in three equal annual installments on each anniversary of the grant date (February 28, 2017, 2018 and 2019), provided the reporting person's employment continues through such vesting dates.
- (7) Dividend equivalent rights accrued on 2016 restricted stock unit award. Dividends will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one XL common share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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