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**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): February 13, 2018

**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

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 13, 2018, James Nevels, a Director of XL Group Ltd (the "Company"), notified the Company of his intention not to stand for re-election as a director at the Company's 2018 Annual General Meeting, currently expected to be held on May 11, 2018. Mr. Nevels will continue to serve as a Director of the Company until that time.

(d) On February 15, 2018, the Board of Directors of the Company (the "Board"), acting upon the recommendation of its Nominating, Governance and External Affairs Committee, appointed Billie Williamson to the Board, effective immediately. Ms. Williamson has been named to the Audit Committee and the Risk and Finance Committee of the Board.

Like all other directors of the Company, Ms. Williamson entered into indemnification agreements with the Company and XLIT Ltd. effective February 15, 2018. There are no arrangements or understandings between Ms. Williamson and any other person pursuant to which she was selected to serve as a director. No information called for by Item 404(a) of Regulation S-K is required to be disclosed herein.

In connection with the appointment of Ms. Williamson as a director of the Company, and pursuant to the terms of the Company's Amended & Restated Directors Stock & Option Plan (the "Plan"), the Board approved a grant to Ms. Williamson on February 15, 2018 of fully vested common shares equal to the pro-rated portion of the value of the annual equity award granted to non-employee members of the Board for their service between May 2017 and April 2018. The number of Shares to be granted will be determined using the last reported sale price of the Company's common shares on February 15, 2018.

In addition, the Company has also agreed to pay Ms. Williamson a retainer fee equal to the pro rata cash portion of the annual Board and Audit Committee retainer fees payable to non-employee members of the Board and Audit Committee, respectively, until the Company's 2018 annual general meeting of shareholders.

The press release issued by the Company on February 16, 2018 announcing the appointment of Ms. Williamson to the Board is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following are filed herewith:

Exhibit No.	Description
99.1	Press Release ("XL Group Announces Appointment of Billie Ida Williamson and Nomination of Tracy Ann Leinbach for Election at 2018 Annual Meeting"), dated February 16, 2018.

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**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: February 20, 2018

XL Group Ltd  
(Registrant)

By: /s/ Kirstin Gould  
Name: Kirstin Gould  
Title: General Counsel and Secretary

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release (" <a href="#">XL Group Announces Appointment of Billie Ida Williamson and Nomination of Tracy Ann Leinbach for Election at 2018 Annual Meeting</a> "), dated February 16, 2018.



## Press Release

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### **XL Group Announces Appointment of Billie Ida Williamson and Nomination of Tracy Ann Leinbach for Election at 2018 Annual Meeting**

Hamilton, Bermuda - February 16, 2018 - XL Group Ltd ("XL" or the "Company") (NYSE: XL) today announced that Billie Ida Williamson has joined the Company's Board of Directors (the "Board"), effective immediately. The Company also announced that its Board will recommend Tracy Ann Leinbach as a candidate for election to XL's Board at the 2018 Annual General Meeting.

Ms. Williamson brings to the XL Board a broad management consulting and financial background, including as Senior Global Client Serving Partner at Ernst & Young L.L.P., Senior Vice President, Finance and Corporate Controller at Marriott International, Inc. She also served as Chief Financial Officer at AMX Corporation, where she co-led the company's successful IPO. Ms. Williamson currently serves on the Boards of CSRA, Inc. and Pentair plc. She earned a BBA with highest honors in accounting from Southern Methodist University.

Ms. Leinbach has a strong operations and financial background, having served in senior roles at Ryder System, Inc., including as Executive Vice President and CFO and, prior to that, as Executive Vice President for Fleet Management Solutions. During her tenure as Executive Vice President and CFO, Ryder achieved record revenues and earnings. She currently serves on the Boards of Hasbro, Inc. and Veritiv Corporation. Ms. Leinbach earned a BBA in accounting from The College of William & Mary, and an MBA from the Kenan Flagler School of Business at the University of North Carolina.

XL's Independent Chairman, Eugene McQuade, said: "We are excited to welcome Billie to our Board and look forward to benefiting from her strong financial and management experience. She will be an outstanding addition to our Board. In recommending Tracy's election, the Board recognizes her proven talent as a business leader and deep executive experience. XL is fortunate to attract such high caliber directors."

#### **About XL Group Ltd**

XL Group Ltd (NYSE: XL), through its subsidiaries and under the "XL Catlin" brand, is a global insurance and reinsurance company providing property, casualty and specialty products to industrial, commercial and professional firms, insurance companies and other enterprises throughout the world. Clients look to XL Catlin for answers to their most complex risks and to help move their world forward. To learn more, visit [www.xlgroup.com](http://www.xlgroup.com).

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