

As filed with the Securities and Exchange Commission on June 24, 1999

Registration No. 333-
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

XL CAPITAL LTD
(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

98-0058718
(I.R.S. Employer Identification
Number)

XL Capital Ltd
Cumberland House
One Victoria Street
P.O. Box HM 2245
Hamilton HMJX
Bermuda
(Address, including zip code, of Registrant's principal executive office)

XL CAPITAL CONVERTED 1989 OPTION PLAN
XL CAPITAL CONVERTED 1993 OPTION PLAN
XL CAPITAL CONVERTED 1997 INCENTIVE AND CAPITAL ACCUMULATION PLAN
XL CAPITAL CONVERTED DIRECTORS' STOCK OPTION PLAN
XL CAPITAL CONVERTED EMPLOYEE STOCK PURCHASE PLAN
NAC RE CORP. EMPLOYEE SAVINGS PLAN
(Full title of the Plan)
Paul S. Giordano, Esq.
Senior Vice President, General Counsel and Secretary
XL Capital Ltd
c/o CT Corporation System
1633 Broadway
New York, New York 10019
(212) 246-5070
(Name, address, including zip code, and telephone number, including area
code, of Registrant's agent for service)

Copies to:
Lee Meyerson, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share (a)	2,696,778 (b)	\$58.66 (c)	\$158,192,997.40 (c)	\$43,977.65 (c)

- (a) Includes Preferred Share Purchase Rights which, prior to the occurrence of certain events will not be exercisable or evidenced separately from the Common Stock.
- (b) Represents 628,001 shares of Common Stock issuable under the XL Capital Converted 1989 Option Plan; 919,200 shares of Common Stock issuable under the XL Capital Converted 1993 Option Plan; 589,398 shares of Common Stock issuable under the XL Capital Converted 1997 Incentive and Capital

Accumulation Plan; 164,700 shares of Common Stock issuable under the XL Capital Converted Directors' Stock Option Plan; 145,479 shares of Common Stock Issuable under the XL Capital Converted Employee Stock Purchase Plan; 250,000 shares of Common Stock issuable under the NAC Re Corp. Employee Savings Plan.

- (c) Pursuant to Rules 457(h)(1) under the Securities Act of 1933, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the average high and low price of the Common Stock reported on the New York Stock Exchange on June 18, 1999.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by XL Capital Ltd (the "Company" or the "Registrant") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this Registration Statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 (file no. 1-10804), as amended by the Company's 10-K/A filed on May 21, 1999.

(b) The Company's Current Report on Form 8-K (file no. 1-10804) filed on April 30, 1999.

(c) The Company's Proxy Statement/Prospectus, included in the Company's registration statement on Form S-4, as filed with the Commission on April 26, 1999.

(d) The Company's Quarterly Report on Form 10-Q (file no. 1-10804) filed on April 14, 1999.

(e) The description of the Company's capital stock contained in the Company's Registration Statement on file under Section 12 of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part

hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities
Not required.

Item 5. Interests of Named Experts and Counsel
Not required

Item 6. Indemnification of Directors and Officers

Article 109 of the Company's Articles of Association, incorporated by reference to Annex G to the Joint Proxy Statement, contains provisions with respect to indemnification of the directors and officers of the Company. The general effect of these provisions is to provide for the indemnity by the Company of an officer, director, employee or agent of the Company for threatened, pending or completed actions, suits or proceedings (other than an action by or in the right of the Company) brought against such indemnified person by reason of the fact that such person was an officer, director, employee or agent of the Company, if such indemnified person acted in good

faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

The Articles of Association also provide for the indemnification of such person against expenses actually and reasonably incurred in connection with suits brought by or in the right of the Company by reason of the fact that such indemnified person is an officer, director, employee or agent of the Company if such indemnified person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company; provided that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful neglect or default in the performance of his duty to the Company unless and only to the extent that the Grand Court of the Cayman Islands or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Grand Court or other such court shall deem proper.

To the extent that such indemnified person shall be successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Directors and officers of the Company are also provided with indemnification against certain liabilities pursuant to a directors and officers liability insurance policy.

Item 7. Exemption from Registration Claimed

Exemption from registration is claimed under Section 4(2) of the Securities Act for the grants of Ordinary Shares, reserved as deferred compensation under the EXEL Limited Stock Plan for Nonemployee Directors, to certain directors.

Item 8. Exhibits

The following exhibits are filed as part of this Registration Statement:

- 4.1 Memorandum of Association of the Company, incorporated herein by reference to Annex G to the Joint Proxy Statement of EXEL Limited and Mid Ocean Limited dated July 2, 1998.
- 4.2 Articles of Association incorporated herein by reference to Annex G to the Joint Proxy Statement of EXEL Limited and Mid

- Ocean Limited dated July 2, 1998.
- 4.3 Rights Agreement, dated as of September 11, 1998, between the Company and ChaseMellon Shareholder Services L.L.C., as Rights Agent (incorporated herein by reference to the Company's Current Report on Form 8-K dated October 21, 1998).
- 5 Opinion of Hunter & Hunter, Attorneys-at-Law.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Ernst & Young LLP.
- 23.3 Consent of Hunter & Hunter (included in Exhibit 5).
- 24 Power of Attorney.
- 99(a) Appointment of CT Corporation System as U.S. Agent for Service of Process (incorporated by reference to the Company's Form F-N filed with the Commission on August 24, 1998).

Item 9. Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Act");

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement (except to the extent the information required to be included by clauses (i) or (ii) is contained in periodic reports filed by the Company pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement);

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

(2) That, for the purposes of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hamilton, Country of Bermuda, on this 17th day of June, 1999.

XL CAPITAL LTD
(Registrant)

By: /s/Brian M. O'Hara

Name: Brian M. O'Hara
Title: President, Chief Executive Officer
& Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/Brian M. O'Hara</u>		
Brian M. O'Hara	President, Chief Executive Officer and Director (Principal Executive Officer)	June 17, 1999
<u>/s/Robert R. Lusardi</u>		
Robert R. Lusardi	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 17, 1999
<u>/s/Michael P. Esposito, Jr.</u>		
Michael P. Esposito, Jr.	Director and Chairman of the Board of Directors	June 17, 1999
<u>/s/Michael A. Butt</u>		
Michael A. Butt	Director	June 17, 1999
<u>/s/Robert Clements</u>		
Robert Clements	Director	June 17, 1999
<u>Sir Brian Corby</u>	Director	June , 1999
<u>*Robert R. Glauber</u>		
Robert R. Glauber	Director	June 17, 1999
<u>*Robert V. Hatcher, Jr.</u>		
Robert V. Hatcher,		

Jr.	Director	June 17, 1999
*Ian R. Heap		
<u>Ian R. Heap</u>	Director	June 17, 1999
*Paul Jenabart		
<u>Paul Jeanbart</u>	Director	June 17, 1999
*John Loudon		
<u>John Loudon</u>	Director	June 17, 1999
*Robert J. Newhouse, Jr.		
<u>Robert J. Newhouse, Jr.</u>	Director	June 17, 1999
*Robert S. Parker		
<u>Robert S. Parker</u>	Director	June 17, 1999
*Cyril Rance		
<u>Cyril Rance</u>	Director	June 17, 1999
*Alan Z. Senter		
<u>Alan Z. Senter</u>	Director	June 17, 1999
*John T. Thornton		
<u>John T. Thornton</u>	Director	June 17, 1999
*Ellen E. Thrower		
<u>Ellen E. Thrower</u>	Director	June 17, 1999
*John Weiser		
<u>John Weiser</u>	Director	June 17, 1999
/s/Paul S. Giordano		
<u>Paul S. Giordano</u>	Senior Vice President, General Counsel and Secretary	June 17, 1999

/s/Paul S. Giordano

By: _____
Paul S. Giordano
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwich, State of Connecticut , on the 18th day of June, 1999.

NAC RE CORP. EMPLOYEE SAVINGS PLAN

/s/ Celia R. Brown

By: _____

Name: Celia R. Brown
Title: Senior Vice President and Manager
of Human Resources,
NAC Reinsurance Corp.

INDEX TO EXHIBITS

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4.2	Articles of Association, incorporated by reference to Annex G to the Joint Proxy Statement of EXEL Limited and Mid Ocean Limited, dated July 2, 1998.
4.3	Rights Agreement dated as of September 11, 1998 between the Company and ChaseMellon Shareholder Services L.L.C., as Rights Agent (incorporated herein by reference to the Company's Current Report on Form 8-K, dated October 21, 1998.
5	Opinion of Hunter & Hunter, Attorneys-at-Law.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Hunter & Hunter (included in Exhibit 5).
24	Power of Attorney.
99(a)	Appointment of CT Corporation System as U.S. Agent for Service

of Process (incorporated by reference to the Company's Form F-N
filed with the Commission on August 21, 1998).

HUNTER & HUNTER
Attorneys-at-Law
The Huntlaw Building
P.O. Box 190 GT
Grand Cayman
Cayman Islands

Telephone: (345) 949-4900
Telefax: (345) 949-7876
E-mail: Commercial@huntlaw.com.ky

TO: XL Capital Ltd
Cumberland House
One Victoria Street
P.O. Box HM 2245
Hamilton HM JX
Bermuda

18 June, 1999

Dear Sirs,

XL Capital Ltd - Form S-8 Registration Statement

You have asked us to render this opinion in our capacity as your counsel as to Cayman Islands law in connection with the registration pursuant to a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as Amended (the "Act") of the 2,696,778 Class A ordinary shares of the Company, par value US\$0.01 per share (the "Ordinary Shares") to be issued pursuant to the XL Capital Converted 1989 Option Plan, the XL Capital Converted 1993 Option Plan, the XL Capital Converted Directors' Stock Option Plan, the XL Capital Converted Employee Stock Purchase Plan, the NAC Re Corp. Employee Savings Plan and the XL Capital Converted 1997 Incentive and Capital Accumulation Plan (together, the "Plans") as ratified, adopted and redesignated as to the name of each Plan by the board of directors of the Company on 16 June, 1999 in connection with the merger of Dasher Acquisition Corp., a Delaware corporation and a direct wholly owned subsidiary of the Company with and into NAC Re Corp., a Delaware corporation pursuant to the Agreement and Plan of Merger dated as of 15th February, 1999 between the Company, Dasher Acquisition Corp. and NAC Re Corp.

We have reviewed the Company's Memorandum and Articles of Association as issued by or filed with the Registrar of Companies prior to the date hereof and the form of Registration Statement as filed with the Securities and Exchange Commission. We have assumed without independent verification the genuineness of all signatures, authenticity of all documents submitted to us as originals and the conformity with original documents of all documents submitted to us by telefax or as copies or conformed copies. We have relied upon the accuracy of a certificate of an officer of the Company dated 16 June, 1999 in giving this opinion further verification.

We assume that all subscription monies due in respect of shares issued by the Company have been or will be duly received by the Company. We further assume

that all Ordinary Shares to be issued in accordance with the Plans have been reserved for issuance and that there are no intervening changes in the Plans, the Company's Memorandum and Articles of Association, the laws of the Cayman Islands or any other relevant matter.

On the basis of the foregoing, we would advise as follows:

1. The Company's authorized capital is US\$9,990,000 divided into 999,990,000 Ordinary Shares of a par value of US\$0.01 each.
2. The Company has sufficient authorized share capital to issue the Ordinary Shares and the issue thereof is within the power of the Company's Board of Directors. The Ordinary Shares to be issued in accordance with the Plans have been duly authorized and when issued and registered in the Company's Register of Members in accordance with the provisions of the relevant Plans and the Registration Statement will be

legally and validly issued.

3. On the basis that the contractual subscription price (being not less than the par value) of the Ordinary Shares is fully paid in cash or satisfied by other consideration approved by the Board of Directors of the Company or a duly established Committee thereof, such Ordinary Shares issued or to be issued may properly be credited as fully paid under Cayman Islands law.
4. Fully paid shares are not subject to further calls or assessments by the Company in respect of such shares.
5. The Company has been incorporated as an exempted company under the Companies Law of the Cayman Islands and under the Memorandum of Association of the Company, the liability of its shareholders is limited to the amount, if any, unpaid on their shares. On the basis that all such shares are fully paid, there is no rule of Cayman Islands law that would impose any further liability on person holding shares in the Company, solely by reason of such shareholding.

We are practicing in the Cayman Islands and we do not purport to be experts on the laws of any other jurisdiction and we have made no investigation of, or express any opinion as to the laws of any jurisdiction other than the Cayman Islands. This opinion is based upon the laws of the Cayman Islands in effect at the date hereof and is given only as to the circumstances existing on the date hereof and known to us.

This opinion is intended solely for your benefit and may not be relied upon by any other person although we hereby consent to the filing of this opinion

as an exhibit to the Registration Statement and to the use of our name under the heading "Certain Legal Matters".

Yours faithfully,
HUNTER & HUNTER

per: /s/ G.K. Joblin
G.K. Joblin

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of XL Capital Ltd. of our report dated December 23, 1998 relating to the financial statements which appear in the Annual Report on Form 10-K. We also consent to the incorporation by reference of our report dated December 23, 1998 relating to the financial statement schedules, which appear in the Form 10-K.

/s/PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
June 17, 1999

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the use of our report dated February 3, 1999, except for Note 15 as to which the date was February 15, 1999, incorporated by reference in the Proxy Statement of NAC Re Corp. that is made a part of the Registration Statement (Form S-4) and Prospectus of XL Capital Ltd for the registration of up to 19, 737, 485 shares class A Ordinary Shares, filed with the Securities and Exchange Commission and incorporated by reference in the Registration Statement (Form S-8) of XL Capital Ltd with respect to the NAC Re Corp. 1989 Stock Option Plan, NAC Re Corp. 1993 Stock Option Plan, NAC Re Corp. 1997 Incentive and Capital Accumulation Plan, NAC Re Corp. Directors' Stock Option Plan, NAC Re Corp. Employee Stock Purchase Plan, NAC Re Corp. Employee Savings Plan, and NAC Re Corp. 1997 Stock Retainer Plan for Nonemployee Directors.

/s/Ernst & Young LLP

Ernst & Young LLP
New York, New York
June 17, 1999

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of XL Capital Ltd (the "Company") in their respective capacities set forth below constitutes and appoints Brian M. O'Hara and Paul S. Giordano his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorney and agent may deem necessary or desirable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission thereunder in connection with the registration under such Act of shares of Common Stock of the Company ("Common Stock") issuable to employees pursuant to the Company's XL Capital Converted 1989 Option Plan, XL Capital Converted 1993 Option Plan, XL Capital Converted 1997 Incentive and Capital Accumulation Plan, XL Capital Converted Directors' Stock Option Plan, XL Capital Converted Employee Stock Purchase Plan, Nac Re Corp. Employee Savings Plan, XL Capital 1997 Converted Stock Retainer Plan for Nonemployee Directors of Nac Re Corp., XL Capital Converted Partners' Restricted Stock Plan (the "Equity Plans") to the extent that any such registration may be required in the opinion of the executive officers of the Company, upon the advice of counsel, including without limitation, the power and authority to sign the name of the undersigned individual in the capacity indicated below opposite the name of such individual to the Registration Statement on Form S-8 or any Form relating to the registration of such Common Stock and Options, to be filed with the Securities and Exchange Commission with respect to said Common Stock, to sign any and all amendments (including post-effective amendments) and supplements to such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/Brian M. O'Hara</u> Brian M. O'Hara	President, Chief Executive Officer and Director (Principal Executive Officer)	June 17, 1999
<u>/s/Robert R. Lusardi</u> Robert R. Lusardi	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 17, 1999
<u>/s/Michael P. Esposito, Jr.</u> Michael P. Esposito, Jr.	Director and Chairman of the Board of Directors	June 17, 1999
<u>/s/Michael A, Butt</u> Michael A. Butt	Director	June 17, 1999
<u>/s/Robert Clements</u> Robert Clements	Director	June 17, 1999

<u>Sir Brian Corby</u>	Director	June , 1999
/s/Robert R. Glauber		
<u>Robert R. Glauber</u>	Director	June 17, 1999
/s/Robert V. Hatcher, Jr.		
<u>Robert V. Hatcher, Jr.</u>	Director	June 17, 1999
/s/Ian R. Heap		
<u>Ian R. Heap</u>	Director	June 17, 1999
/s/Paul Jeanbart		
<u>Paul Jeanbart</u>	Director	June 17, 1999
/s/John Loudon		
<u>John Loudon</u>	Director	June 17, 1999
/s/Robert J. Newhouse, Jr.		
<u>Robert J. Newhouse, Jr.</u>	Director	June 17, 1999
/s/Robert S. Parker		
<u>Robert S. Parker</u>	Director	June 17, 1999
/s/Cyril Rance		
<u>Cyril Rance</u>	Director	June 17, 1999
/s/Alan Z. Senter		
<u>Alan Z. Senter</u>	Director	June 17, 1999
/s/John T. Thornton		
<u>John T. Thornton</u>	Director	June 17, 1999
/s/Ellen E. Thrower		
<u>Ellen E. Thrower</u>	Director	June 17, 1999
/s/John Weiser		
<u>John Weiser</u>	Director	June 17, 1999

