

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Hendrick Gregory</b>  (Last) (First) (Middle) <b>100 WASHINGTON BLVD</b>  (Street) <b>STAMFORD CT 06902</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>XL GROUP LTD [ XL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President, P&amp;C</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/12/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	09/12/2018		D <sup>(1)</sup>		143,608 <sup>(2)</sup>	D	\$57.6	0	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to buy)	\$23.35	09/12/2018		D			51,283 <sup>(3)</sup>	02/28/2014	02/28/2021	Common Shares	51,283	\$57.6	0	D	
Employee Stock Option (Right to buy)	\$20.61	09/12/2018		D			134,409 <sup>(3)</sup>	02/28/2015	02/28/2022	Common Shares	134,409	\$57.6	0	D	
Employee Stock Option (Right to buy)	\$28.64	09/12/2018		D			109,413 <sup>(3)</sup>	02/28/2016	02/28/2023	Common Shares	109,413	\$57.6	0	D	
Employee Stock Option (Right to buy)	\$30.4	09/12/2018		D			106,105 <sup>(3)</sup>	02/28/2017	02/28/2024	Common Shares	106,105	\$57.6	0	D	
Employee Stock Option (Right to buy)	\$36.2	09/12/2018		D			167,428 <sup>(3)</sup>	02/28/2018	02/28/2025	Common Shares	167,428	\$57.6	0	D	
Employee Stock Option (Right to buy)	\$34.64	09/12/2018		D			183,640 <sup>(3)</sup>	02/28/2019	02/28/2026	Common Shares	183,640	\$57.6	0	D	
Employee Stock Option (Right to buy)	\$40.49	09/12/2018		D			110,535 <sup>(3)</sup>	02/28/2020	02/28/2027	Common Shares	110,535	\$57.6	0	D	
Employee Stock Option (Right to buy)	\$42.31	09/12/2018		D			77,370 <sup>(3)</sup>	02/28/2021	02/28/2028	Common Shares	77,370	\$57.6	0	D	
Restricted Stock Units	(4)	09/12/2018		D			12,266 <sup>(5)</sup>	(6)	(6)	Common Shares	12,266	\$57.6	0	D	
Dividend Equivalent Rights	(7)	09/12/2018		D			374.32 <sup>(8)</sup>	(7)	(7)	Common Shares	374.32	\$57.6	0	D	
Restricted Stock Units	(4)	09/12/2018		D			18,909 <sup>(9)</sup>	(10)	(10)	Common Shares	18,909	(9)	0	D	
Dividend Equivalent Rights	(7)	09/12/2018		D			149.77 <sup>(11)</sup>	(7)	(7)	Common Shares	149.77	(11)	0	D	

Explanation of Responses:

1. Disposed of following the completion of the merger (the "Merger") described in the Agreement and Plan of Merger, dated as of March 5, 2018, by and among AXA SA, Camelot Holdings Ltd. and the Issuer. At the effective time of the Merger, each issued and outstanding common share of XL Group Ltd was automatically cancelled and converted into the right to receive \$57.60 in cash (the "Merger Consideration").
2. Includes all common shares held directly by the Reporting Person immediately prior to the Merger and which were automatically cancelled and converted into the right to receive the Merger Consideration.
3. At the effective time of the Merger, each option to purchase common shares granted by XL Group Ltd outstanding and unexercised immediately prior to the effective time of the Merger (whether or not vested or exercisable) vested in full, was cancelled and was converted into the right to receive an amount in cash equal to the excess, if any, of the Merger Consideration over the per share exercise price of such option, multiplied by the number of common shares subject to such option immediately prior to the effective time of the Merger.
4. Each restricted stock unit represents a contingent right to receive one common share.
5. At the effective time of the Merger, each restricted stock unit granted by XL Group Ltd outstanding immediately prior to the effective time of the Merger (whether or not vested) vested in full, was automatically cancelled and converted into the right to receive the Merger Consideration.
6. At the time of grant, restricted stock units granted on February 28, 2017 were scheduled to vest in three equal annual installments on each anniversary of the grant date (February 28, 2018, 2019 and 2020).
7. The dividend equivalent rights accrued when and as dividends were paid on common shares. Each dividend equivalent right is the economic equivalent of one common share.
8. At the effective time of the Merger, each dividend equivalent right accrued and outstanding prior to the effective time of the Merger (whether or not vested) vested in full, was automatically cancelled and converted into the right to receive the Merger Consideration.
9. In accordance with the Merger Agreement, the Reporting Person elected that at the effective time of the Merger these restricted share units be canceled and converted into a deferred cash award in an amount equal to \$72.00 for each such restricted share unit. The deferred cash award would pay 50% in cash on each of the 15 month and 30 month anniversaries of the effective time of the Merger.
10. At the time of grant, restricted stock units granted on February 28, 2018 were scheduled to vest in three equal annual installments on each anniversary of the grant date (February 28, 2019, 2020 and 2021).
11. In accordance with the Merger Agreement, the Reporting Person elected that at the effective time of the Merger these dividend equivalent rights be canceled and converted into a deferred cash award in an amount equal to \$72.00 for each such dividend equivalent right. The deferred cash award would pay 50% in cash on each of the 15 month and 30 month anniversaries of the effective time of the Merger.

**Remarks:**

H. Matthew Crusey, Attorney- 09/14/2018  
in-Fact for Gregory Hendrick

\*\* Signature of Reporting Person      Date

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

\* 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).

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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