

Mauriello Joseph
Form 4
September 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 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 *
Mauriello Joseph

2. Issuer Name and Ticker or Trading Symbol
XL GROUP LTD [XL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
413 ROSEMEADE LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NAPLES, FL 34105
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	08/03/2018		G ⁽¹⁾	V 10,000 D \$ 0	50,239	D	
Common Shares	09/12/2018		D ⁽²⁾	50,239 ⁽³⁾ D \$ 57.6	0	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)

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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 Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to buy)	\$ 9.84	09/12/2018		D	10,000 <u>(4)</u>	Date Exercisable: 05/01/2009 Expiration Date: 05/01/2019	Common Shares 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mauriello Joseph 413 ROSEMEADE LANE NAPLES, FL 34105		X		

Signatures

H. Matthew Crusey, Attorney-in-Fact for Joseph Mauriello 09/14/2018

__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) The transaction reported involved a gift by the Reporting Person of 10,000 shares of common stock to a giving trust account.
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.
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..
- (3) 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..

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.