

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

(e) In connection with Gregory Hendrick's previously announced change of role to become President, Property & Casualty effective January 1, 2017, on December 8, 2016, the Management Development and Compensation Committee of the Board of Directors of XL Group Ltd ("XL" or "the Company") approved the following changes, effective January 1, 2017, with respect to Mr. Hendrick's compensation: Mr. Hendrick's base salary will increase from \$800,000 to \$900,000; his target annual incentive award opportunity will increase from \$1,200,000 to \$1,620,000; and his target long term incentive opportunity will increase from \$2,200,000 to \$2,980,000.

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.

XL Group Ltd

Date: December 12, 2016 By: /s/ Kirstin Gould

Name: Kirstin Gould

Title: General Counsel & Secretary