

XL GROUP LTD  
Form 8-K  
December 12, 2016

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): December 8, 2016

XL GROUP LTD  
(Exact name of registrant as specified in its charter)

Bermuda                                      1-10804                      98-1304974  
(State or other jurisdiction of (Commission (IRS Employer  
incorporation)                              File Number) 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))
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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.

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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.

XL Group Ltd

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

Name: Kirstin Gould

Title: General Counsel & Secretary