

XL GROUP PLC  
Form 8-A12B  
September 30, 2011

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

XL GROUP PLC  
(Exact Name of Registrant as Specified in Its  
Charter)

XL GROUP LTD.  
(Exact Name of Registrant as Specified in Its  
Charter)

IRELAND  
(Jurisdiction of Incorporation  
or Organization)

CAYMAN ISLANDS  
(Jurisdiction of Incorporation  
or Organization)

98-0665416  
(I.R.S. Employer Identification no.)

98-0191089  
(I.R.S. Employer Identification no.)

No. 1 Hatch Street Upper  
4th Floor  
Dublin 2, Ireland  
(Address of Principal Executive Offices)

No. 1 Hatch Street Upper  
4th Floor  
Dublin 2, Ireland  
(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

**5.75% Senior Notes Due 2021**

**The New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  O

Securities Act registration statement file number to which this form relates: 333-155777.

Securities to be registered pursuant to Section 12(g) of the Act:

None.  
(Title of class)

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**Item 1. Description of Registrant's Securities to be Registered.**

The information required by this item is herein incorporated by reference to the information set forth under the captions "Description of the Senior Notes and Guarantee" and "Certain Tax Considerations" in the Prospectus Supplement dated September 27, 2011, and under the caption "Description of Debt Securities and Guarantees" in the accompanying Prospectus dated September 27, 2011, each as filed on September 29, 2011 with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) under the Securities Act of 1933, as amended, by XL Group plc and XL Group Ltd.

**Item 2. Exhibits.**

Exhibit No.   Description

- 4.1      Indenture, dated as of September 30, 2011 between XL Group Ltd., as issuer, XL Group plc, as guarantor, and Wells Fargo Bank, National Association, as trustee, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by XL Group plc with the Commission on September 30, 2011.
- 4.2      First Supplemental Indenture, dated as of September 30, 2011 between XL Group Ltd., as issuer, XL Group plc, as guarantor, and Wells Fargo Bank, National Association, as trustee, incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by XL Group plc with the Commission on September 30, 2011.
- 4.3      Form of 5.75% Senior Note due 2021, incorporated by reference to Exhibit 4.2 hereto.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: September 30, 2011

XL GROUP PLC  
(Registrant)

By: /s/ Kirstin R. Gould  
Name: Kirstin R. Gould  
Title: General Counsel & Secretary

XL GROUP LTD.  
(Registrant)

By: /s/ Kirstin R. Gould  
Name: Kirstin R. Gould  
Title: Secretary