

XL CAPITAL LTD
Form DEFA14A
January 12, 2010
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): January 12, 2010

XL Capital Ltd

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands
(State or Other Jurisdiction
of Incorporation)

1-10804
(Commission File
Number)

98-0191089
(IRS Employer
Identification No.)

XL House, One Bermudiana Road, Hamilton, Bermuda
(Address of Principal Executive Offices)

HM08
(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:

- 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))

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 8.01. Other Events.

XL Capital Ltd (the Company) issued a press release on January 12, 2010 announcing a proposal to change the Company 's place of incorporation to Ireland from the Cayman Islands. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed herewith:

99.1: Press Release (XL Capital Ltd Announces Proposed Redomestication to Ireland from the Cayman Islands) dated January 12, 2010

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 Capital Ltd

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

January 12, 2010

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | XL Capital Ltd Announces Proposed Redomestication to Ireland from the Cayman Islands |