

Edgar Filing: XL CAPITAL LTD - Form 8-K

XL CAPITAL LTD  
Form 8-K  
September 11, 2001

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

September 7, 2001  
Date of Report (Date of earliest event reported)

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

|   |                          |   |
|---|--------------------------|---|
| Cayman Islands  | 1-10809                  | 98-0191089                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission file number) | (I.R.S. Employer<br>Identification No.) |

XL House, One Bermudiana Road, Hamilton, Bermuda HM11  
(Address of principal executive offices)

(441) 292-8515  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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Item 5. Other events.

On September 7, 2001, XL Capital Ltd issued the press release attached as Exhibit 99(a) and incorporated by reference herein.

Item 7. Financial Statements and Exhibits.

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

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| Exhibit No. | Description  |
|-------------|--|
| 99(a)       | Press Release ("XL Capital Prices \$500 Million of Senior Notes") dated September 7, 2001. |

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.

Dated: September 11, 2001

XL CAPITAL LTD

By: /s/ Paul S. Giordano

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Name: Paul S. Giordano  
Title: Executive Vice President and  
General Counsel and Secretary

Exhibit 99(a)

XL Capital Ltd  
XL House  
One Bermudiana Road  
Hamilton HM 11 Bermuda  
Phone: (441) 292-8515  
Fax: (441) 292-5280

NEWS RELEASE

IMMEDIATE

|          |                    |                  |
|----------|--------------------|------------------|
| Contact: | Gavin R. Arton     | Roger R. Scotton |
|          | Investor Relations | Media Relations  |
|          | 441-294-7104       | 441-294-7165     |

XL CAPITAL PRICES  
\$500 MILLION OF SENIOR NOTES

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HAMILTON, Bermuda (September 7, 2001) - XL Capital Ltd ("XL") (NYSE: XL) announced today that it has agreed to sell \$500 million of its 6-3/8 % senior notes due 2011 which are being issued by a special purpose U.K. finance subsidiary (guaranteed by XL Capital Ltd) in a private offering.

XL expects to use the net proceeds of the offering of the senior notes for general corporate purposes, which may include the repayment of a portion of its outstanding indebtedness, acquisitions and the purchase of its outstanding ordinary shares. Any such share purchase will be determined based upon prevailing market conditions.

XL Capital Ltd, through its operating subsidiaries, is a leading provider of insurance and reinsurance coverages and financial products to industrial, commercial and professional service firms, insurance companies, and other enterprises on a worldwide basis. As at June 30, 2001, XL had consolidated assets of approximately \$18.7 billion and consolidated shareholders' equity of approximately \$5.7 billion. More information about XL is available on [www.xlcapital.com](http://www.xlcapital.com).

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the senior notes or any other securities, nor will there be any sale of the senior notes or any other securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The senior notes will be issued in reliance on the exemption from the registration requirements provided by Rule 144A. The senior notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release may contain forward-looking statements which involve inherent risks and uncertainties. Statements that are not historical facts, including statements about XL's beliefs, plans or expectations, are forward-looking statements. These statements are based on current plans, estimates and expectations. Actual results may differ materially from those projected in such forward-looking statements and therefore you should not place undue reliance on them. A non-exclusive list of the important factors that could cause actual results to differ materially from those in such forward-looking statements is set forth in XL's most recent report on Form 10-K and XL's other documents on file with the Securities and Exchange Commission. XL undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

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