

AXIS CAPITAL HOLDINGS LTD

Form 8-K

October 23, 2018

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): October 18, 2018**

**AXIS CAPITAL HOLDINGS LIMITED**

*(Exact Name Of Registrant As Specified In Charter)*

**Bermuda**

**001-31721**

**98-0395986**

(State of Incorporation) (Commission File No.) (I.R.S. Employer  
Identification No.)

**92 Pitts Bay Road**

**Pembroke, Bermuda HM 08**

(Address of principal executive offices, including zip code)

**(441) 496-2600**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐



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

(d) On October 18, 2018, the Board of Directors of AXIS Capital Holdings Limited (the “Company”), upon the recommendation of its Corporate Governance and Nominating Committee, appointed Ms. Elanor Hardwick as a member of the Company’s Board effective November 1, 2018. Ms. Hardwick joins the Board as a Class I director. She will receive the respective pro-rata portion of the annual retainer for service on the Board based on the number of days remaining in the current director compensation year at November 1, 2018. Ms. Hardwick is not party to any transaction that is required to be reported pursuant to Item 404(a) of Regulation S-K.

**Item 7.01**

**Regulation FD Disclosure**

A copy of the press release issued on October 23, 2018 announcing Ms. Hardwick’s appointment is attached as Exhibit 99 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, as well as Exhibit 99 referenced herein, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act unless the Company expressly so incorporates such information by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

**Exhibit**

**Number Description of Document**

99 Press release dated October 23, 2018

EXHIBIT INDEX

**Exhibit**

**Number Description of Document**

99 Press release dated October 23, 2018

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: October 23, 2018

**AXIS CAPITAL  
HOLDINGS LIMITED**

By: /s/ Conrad D. Brooks  
Conrad D. Brooks  
General Counsel