

Edgar Filing: XL CAPITAL LTD - Form 8-A12B

XL CAPITAL LTD  
Form 8-A12B  
November 15, 2002

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 CAPITAL LTD

-----  
(Exact name of registrant as specified in its charter)

Cayman Islands

98-0191089

-----  
(State or other jurisdiction of  
incorporation  
or organization)

-----  
(I.R.S. Employer  
Identification No.)

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

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

Series B preference ordinary shares,  
-----  
par value \$0.01 per share  
-----

The New York Stock Exchange  
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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.

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.

Securities Act registration statement file number to which this form  
relates: 333-75240

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(if applicable)

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

NONE  
(Title of class)

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The description of XL Capital Ltd's (the "Company" or the "Registrant") Series B preference ordinary shares, par value \$0.01 per share, with a liquidation preference equivalent to \$25.00 per preference ordinary share is hereby set forth under the caption "Description of Series B Preference Shares" in the Prospectus Supplement dated November 13, 2002 and under the captions "Description of XL Capital Preference Ordinary Shares" in the accompanying Prospectus dated December 20, 2001 each as filed with the Securities and Exchange Commission (the "Commission") on November 15, 2002 pursuant to Rule 424(b)(2), under the Securities Act of 1933, as amended.

Item 2: Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description
1.1(e)	Underwriting Agreement, dated November 13, 2002, by and among XL Capital Ltd, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and the other underwriters named on Schedule I of the related Pricing Agreement forming a part thereof dated the date thereof, incorporated by reference to the Company's Current Report on Form 8-K filed on November 14, 2002.
1.1(f)	Pricing Agreement, dated November 13, 2002, by and among XL Capital Ltd, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and the other underwriters named on Schedule I thereto, incorporated by reference to the Company's Current Report on Form 8-K filed on November 14, 2002.
4.18	Excerpts from the Authorizing Resolutions of the Special Finance Committee of XL Capital Ltd, dated November 6, 2002, incorporated by reference to the Company's Current Report on Form 8-K filed on November 14, 2002.

-3-

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.

XL CAPITAL LTD  
(Registrant)

By: /s/ Jerry de St. Paer

Name: Jerry de St. Paer

Title: Executive Vice President &  
Chief Financial Officer

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Date: November 14, 2002