AXIS CAPITAL HOLDINGS LTD

Form 3

January 11, 2017

FORM 3

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

OMB APPROVAL

OMB Number: 3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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SECURITIES

response...

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement AXIS CAPITAL HOLDINGS LTD [AXS] Brooks Conrad D. (Month/Day/Year) 01/02/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 92 PITTS BAY RD. (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person PEMBROKE, DOÂ HM 08 (give title below) (specify below) Form filed by More than One EVP, General Counsel & Sec Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Shares 10,283 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

information contained in this form are not required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	· ·		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	(1)	(1)	Common Shares	2,126	\$ (2)	D	Â
Restricted Stock Units	(3)	(3)	Common Shares	3,384	\$ (2)	D	Â
Restricted Stock Units	(4)	(4)	Common Shares	3,383	\$ (2)	D	Â
Restricted Stock Units	(5)	(5)	Common Shares	3,947	\$ <u>(2)</u>	D	Â
Restricted Stock Units	(6)	(6)	Common Shares	5,576	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Brooks Conrad D. 92 PITTS BAY RD. PEMBROKE Â DOÂ HM 08	Â	Â	EVP, General Counsel & Sec	Â		

Signatures

Conrad D.
Brooks

**Signature of Reporting Person

O1/11/2017

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Restricted Stock Units will vest February 4, 2017.
- (2) Upon vesting, each restricted stock unit will be equal in value to one common share (50% of the restricted stock units will be settled in common shares and 50% will be settled in cash).
- (3) The restricted stock units will vest in two equal annual installments beginning March 1, 2017.
- (4) The restricted stock units will vest March 1, 2017.
- (5) The restricted stock units will vest in three equal annual installments beginning March 1, 2017.
- (6) The restricted stock units will vest in four equal annual installments beginning March 1, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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