

Edgar Filing: XL CAPITAL LTD - Form 8-K

XL CAPITAL LTD  
Form 8-K  
January 11, 2002

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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

November 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 incorporation or organization)	(Commission file number)	(I.R.S. Employer 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 November 7, 2001, XL Capital Ltd, a Cayman Islands exempted limited company (the "Registrant"), made a public offering and sale of 9,200,000 Class A Ordinary Shares.

On January 10, 2002, XL Capital Finance (Europe) plc (f/k/a XL Finance (UK) plc), a public limited company organized under the laws of England and Wales and a wholly owned subsidiary of the Registrant ("XLCF"), made a public offering and sale of \$600,000,000 principal amount of its 6.50% Senior Notes (the "Notes").

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The Notes were guaranteed by the Registrant.

This Current Report on Form 8-K is being filed for the purpose of filing the attached documents in connection therewith as exhibits to the shelf registration statement on Form S-3 (Registration No. 333-75240) filed by the Registrant, XLCF, XL Capital Trust I, XL Capital Trust II, and XL Capital Trust III (the "Registration Statement"), and such Exhibits are hereby incorporated into the Registration Statement by reference.

### Item 7. Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are filed herewith:

Exhibit No.	Description
1.1(a)	Underwriting Agreement, dated November 1, 2001, by and among XL Capital Ltd, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Credit Suisse First Boston Corporation, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
1.1(b)	Pricing Agreement, dated November 1, 2001, by and among XL Capital Ltd, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Credit Suisse First Boston Corporation, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
1.4(a)	Underwriting Agreement, dated January 7, 2002, by and among XL Capital Finance (Europe) plc, XL Capital Ltd, Salomon Smith Barney Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, Barclays Capital Inc. and Credit Lyonnais Securities (USA) Inc.

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1.4(b)	Pricing Agreement, dated January 7, 2002, by and among XL Capital Finance (Europe) plc, XL Capital Ltd, Salomon Smith Barney Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, Barclays Capital Inc. and Credit Lyonnais Securities (USA) Inc.
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### 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: January 11, 2002

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XL CAPITAL LTD

By: /s/ Jerry de St. Paer

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Name: Jerry de St. Paer

Title: Executive Vice President &  
Chief Financial Officer