

XL GROUP PLC  
Form 8-K  
April 28, 2014

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): April 25, 2014

XL GROUP

Public Limited Company

(Exact name of registrant as specified in its charter)

Ireland

1-10804

98-0665416

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

XL House, 8 St. Stephen's Green, Dublin, Ireland

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: +353 (1) 400-5500

Not Applicable

(Former name or former 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual General Meeting of holders of XL Group plc's (the "Company's") ordinary shares was held on April 25, 2014. Voting results for each matter voted upon are as follows:

a. Amendments to our Articles of Association to provide for the declassification of the Board of Directors:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 230,018,361    | 146,143       | 145,205     | 12,223,230       |

b. The election of three Class I Directors to hold office until 2015:

|                  | Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------|---------------|-------------|------------------|
| Michael McGavick | 229,499,648    | 671,923       | 138,138     | 12,223,230       |
| Anne Stevens     | 228,516,462    | 1,655,997     | 137,250     | 12,223,230       |
| John Vereker     | 229,464,235    | 691,705       | 153,769     | 12,223,230       |

c. The appointment of PricewaterhouseCoopers LLP to act as the registered independent public accounting firm for the Company for the year ending December 31, 2014, and the authorization of the Audit Committee of our Board of Directors to fix the remuneration of PricewaterhouseCoopers LLP:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 238,516,973    | 3,887,000     | 128,966     | —                |

d. The non-binding, advisory vote on the Company's executive compensation:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 211,376,147    | 18,797,623    | 135,939     | 12,223,230       |

e. Renewal of the Board of Directors' authority to issue shares, warrants, convertible instruments and options under Irish law:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 191,419,134    | 50,915,427    | 198,378     | —                |

f. Renewal of the Board of Directors' authority to issue shares for cash without first offering shares to existing shareholders under Irish law:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 164,200,853    | 65,928,010    | 180,846     | 12,223,230       |

g. Amendments to our Articles of Association (i) to reflect the renewal of authority to issue shares, warrants, convertible instruments and options under Irish law and (ii) to grant the Board of Directors authority to capitalize Company reserves without requiring shareholder approval:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 191,118,177    | 51,193,476    | 221,286     | —                |

h. The amendment and restatement of the Directors Stock & Option Plan to extend its expiration date to June 14, 2024:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 224,435,772    | 5,724,437     | 149,500     | 12,223,230       |

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.

Date: April 28, 2014

XL Group plc  
(Registrant)

By: /s/ Kirstin Gould

Name: Kirstin Gould

Title: General Counsel and Secretary