

AXIS CAPITAL HOLDINGS LTD

Form 4

December 20, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS CHARLES A

2. Issuer Name **and** Ticker or Trading
Symbol
AXIS CAPITAL HOLDINGS LTD
[AXS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

20 HORSENECK LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

GREENWICH, CT 06830

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2012		S		2,793,191	D	\$ 35.22	5,431,310 ⁽¹⁾ ₍₂₎	I	See notes ⁽¹⁾ ⁽²⁾ ⁽³⁾
Common Stock	12/20/2012		S		78,135	D	\$ 35.22	151,933 ⁽¹⁾ ₍₄₎	I	See notes ⁽¹⁾ ⁽³⁾ ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAVIS CHARLES A 20 HORSENECK LANE GREENWICH, CT 06830	X

Signatures

/s/ Charles A.
Davis 12/20/2012

__Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

This filing relates to shares of Common Stock of AXIS Capital Holdings Limited ("AXS"). Mr. Davis, a director of AXS, is one of the four general partners of Trident Capital II, L.P. ("Trident GP"), which is the sole general partner of Trident II, L.P. ("Trident II"). Mr.

- (1) Davis is also a director and shareholder of Stone Point GP Ltd., the entity that is the sole general partner of Marsh & McLennan Capital Professionals Fund, L.P. ("CPF"). Mr. Davis is also chief executive officer and a member of Stone Point Capital LLC, which serves as the investment manager of Trident II and CPF.

- (2) This transaction in Table I relates to the disposition of shares of Common Stock of AXS by Trident II. Mr. Davis disclaims beneficial ownership of shares of Common Stock of AXS that are, or may be deemed to be, beneficially owned by Trident II except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that Mr. Davis is the beneficial owner of such shares of Common Stock of AXS.

- (3) Marsh & McLennan Employees' Securities Company, L.P. ("ESC") has entered into an agreement with Trident II and CPF pursuant to which the parties have agreed to coordinate their disposition of shares of Common Stock of AXS. Mr. Davis disclaims beneficial ownership of shares of Common Stock of AXIS that are, or may be deemed to be, beneficially owned by ESC. This report shall not be deemed an admission that Mr. Davis is the beneficial owner of such shares of Common Stock of AXS.

- (4) This transaction in Table I relates to the disposition of shares of Common Stock of AXS by CPF. Mr. Davis disclaims beneficial ownership of shares of Common Stock of AXS that are, or may be deemed to be, beneficially owned by CPF except to the extent of any

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pecuniary interest therein. This report shall not be deemed an admission that Mr. Davis is the beneficial owner of such shares of Common Stock of AXS.

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.