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AXIS CAPITAL HOLDINGS LTD  
Form 8-K  
August 18, 2005

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): August 18, 2005  
(August 17, 2005)

AXIS CAPITAL HOLDINGS LIMITED

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

|   |                             |   |
|---|-----------------------------|---|
| Bermuda   | 001-31721                   | 98-0395986                              |
| -----   | -----                       | -----                                   |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

|   |            |
|---|------------|
| 106 Pitts Bay Road<br>Pembroke, Bermuda   | HM 08      |
| -----   | -----      |
| (Address of principal executive offices)<br>Registrant's telephone number,<br>including area code: 441-296-2600 | (Zip Code) |

Not Applicable

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(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:

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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Items 8.01 Other Events

On August 17, 2005, AXIS Capital Holdings Limited (the "Company") entered into an underwriting agreement by and among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated and the selling shareholder listed on Schedule I thereto (the "Selling Shareholder") for the sale of 1,850,000 common shares, par value \$0.0125 of the Company (the "Common Shares") held by the Selling Shareholder and attached to this report as Exhibit 1.1. The Common Shares will be sold under the Company's Form S-3 shelf registration statement (File No. 333-118023). The Company will not receive any proceeds from the sale of the Common Shares by the Selling Shareholder.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

1.1 Underwriting Agreement, dated August 17, 2005, by and among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as underwriter and the selling shareholder named in Schedule I thereto.

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: August 18, 2005

AXIS CAPITAL HOLDINGS LIMITED

By: /s/ Carol S. Rivers

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Carol S. Rivers  
General Counsel and Secretary

EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Description of Document<br>-----   |
|----------------------------|--|
| 1.1                        | Underwriting Agreement, dated August 17, 2005, by and among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as underwriter and the selling shareholder named in Schedule I thereto. |