

AXIS CAPITAL HOLDINGS LTD  
Form 8-A12B  
March 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**AXIS CAPITAL HOLDINGS LIMITED**

(Exact Name Of Registrant As Specified In Charter)

**Bermuda 001-31721**  
(State of Incorporation

or Organization)

**98-0395986**  
(I.R.S. Employer

Identification No.)

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92 Pitts Bay Road

Pembroke HM 08, Bermuda

(Address of principal executive offices, including zip code)

N/A

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered

6.875% Series C Preferred Shares

Name of Each Exchange on Which Each Class is to be Registered

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.    ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box.    ☐ "

Securities Act registration statement file number to which this form relates: 333-165548

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered**

This registration statement on Form 8-A relates to 16,000,000 6.875% Series C Preferred Shares, par value \$0.0125 per share and a liquidation preference of \$25 per share (the Series C Preferred Shares), of AXIS Capital Holdings Limited (the Company). For a description of the Series C Preferred Shares, reference is made to the information set forth under the heading Description of the Series C Preferred Shares in the Company's Prospectus Supplement, dated March 12, 2012, to the Prospectus, dated March 18, 2010, which constitutes a part of the Company's Registration Statement on Form S-3ASR (File No. 333-165548), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

**Item 2. Exhibits**

- 3.1 Certificate of Incorporation and Memorandum of Association of AXIS Capital Holdings Limited (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Amendment No. 1) (No. 333-103620) filed on April 16, 2003).
- 3.2 Certificate of Designations of the 6.875% Series C Preferred Shares (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on March 19, 2012).
- 3.3 Amended and Restated Bye-laws of AXIS Capital Holdings Limited (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-8 filed on May 15, 2009).
- 4.1 Form of stock certificate evidencing the 6.875% Series C Preferred Shares (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on March 19, 2012).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 19, 2012

**AXIS Capital Holdings Limited**

By: /s/ Richard T. Gieryn, Jr.  
Name: Richard T. Gieryn, Jr.  
Title: Executive Vice President, General Counsel and  
Secretary