

XL GROUP PLC  
Form 8-K  
May 12, 2015

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): May 8, 2015

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 May 8, 2015. Voting results for each matter voted upon are as follows:

1. The election of eight Directors to hold office until 2016:

|                   | Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|----------------|---------------|-------------|------------------|
| Ramani Ayer       | 209,322,492    | 2,311,190     | 316,816     | 13,682,819       |
| Dale Comey        | 210,106,672    | 1,624,015     | 219,811     | 13,682,819       |
| Robert Glauber    | 211,267,809    | 463,401       | 219,288     | 13,682,819       |
| Edward Kelly, III | 211,338,971    | 391,714       | 219,813     | 13,682,819       |
| Suzanne Labarge   | 211,377,717    | 353,485       | 219,296     | 13,682,819       |
| Michael McGavick  | 211,386,676    | 346,779       | 217,043     | 13,682,819       |
| Anne Stevens      | 210,493,920    | 1,237,560     | 219,018     | 13,682,819       |
| John Vereker      | 211,352,806    | 377,632       | 220,060     | 13,682,819       |

2. The appointment of PricewaterhouseCoopers LLP to act as the registered independent public accounting firm for the Company for the year ending December 31, 2015, 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 |
|----------------|---------------|-------------|------------------|
| 223,152,715    | 2,265,100     | 215,502     | 0                |

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

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 188,997,402    | 22,500,922    | 452,174     | 13,682,819       |

4. 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 |
|----------------|---------------|-------------|------------------|
| 221,504,252    | 3,879,173     | 249,892     | 0                |

5. 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 |
|----------------|---------------|-------------|------------------|
| 210,297,996    | 1,442,542     | 209,960     | 13,682,819       |

6. The amendment and restatement of the Directors Stock & Option Plan to increase the number of shares available for issuance under the Plan:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 201,960,646    | 9,757,727     | 232,125     | 13,682,819       |

**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: May 12, 2015

XL Group plc

(Registrant)

By: /s/ Kirstin Gould

Name: Kirstin Gould

Title: General Counsel and Secretary