

AXIS CAPITAL HOLDINGS LTD
Form 4
December 20, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRIDENT II L P

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)

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

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

C/O CITCO TRUSTEES
(CAYMAN) LIMITED, 89 NEXUS WAY

(Street)

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

CAMANA BAY, GRAND CAYMAN, E9 KY1-1205

(City) (State) (Zip)

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) (5)} |
| Common Stock | 12/20/2012 | | S | | 78,135 | D | \$ 35.22 |
| | | | | | | | 151,933 ⁽¹⁾ _{(3) (5)} |
| Common Stock | 12/20/2012 | | S | | 78,674 | D | \$ 35.22 |
| | | | | | | | 152,980 ⁽¹⁾ _{(4) (5)} |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

TRIDENT II L P
C/O CITCO TRUSTEES (CAYMAN) LIMITED
89 NEXUS WAY
CAMANA BAY, GRAND CAYMAN, E9 KY1-1205

X

TRIDENT CAPITAL II LP
C/O CITCO TRUSTEES (CAYMAN) LIMITED
89 NEXUS WAY
CAMANA BAY, GRAND CAYMAN, E9 KY1-1205

X

Signatures

TRIDENT II, L.P.; By: Trident Capital II, L.P.; By: DW Trident GP, LLC; By: David Wermuth, Member

12/20/2012

__Signature of Reporting Person

Date

Trident Capital II, L.P.; By: DW Trident GP, LLC; By: David Wermuth, Member

12/20/2012

__Signature of Reporting Person

Date

Marsh & McLennan Capital Professionals Fund, L.P.; By: Stone Point GP Ltd., sole general partner; By: David Wermuth, Member

12/20/2012

__Signature of Reporting Person

Date

Marsh & McLennan Employees' Securities Company, L.P.; By: Marsh & McLennan GP I, Inc., sole general partner; By: Stone Point Capital LLC, agent and attorney-in-fact; By: David Wermuth, Member

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).

(1) This filing relates to shares of Common Stock of AXIS Capital Holdings Limited ("AXS"). Trident II, L.P. ("Trident") is making this joint filing on Form 4 on its behalf and on behalf of Trident Capital II, L.P. ("Trident GP"), Marsh & McLennan Capital Professionals Fund, L.P. ("CPF") and Marsh & McLennan Employees' Securities Company, L.P. ("ESC"). Trident, CPF and ESC have agreed that they will coordinate the timing of the sale of shares of Common Stock of AXS.

(2) This transaction in Table I relates to the disposition of shares of Common Stock of AXS by Trident. The general partners of Trident GP are four single member limited liability companies, each of which is owned by an individual who is a member of Stone Point Capital LLC, which serves as the manager of Trident. Each of these single member limited liability companies disclaims beneficial ownership of the shares of Common Stock of AXS, except to the extent of any pecuniary interest therein, that are, or may be deemed to be, beneficially owned by Trident or Trident GP. In addition, Trident and Trident GP disclaim beneficial ownership of shares of Common Stock of AXS that are, or may be deemed to be, beneficially owned by CPF or ESC.

(3) This transaction in Table I relates to the disposition of shares of Common Stock of AXS by CPF. The sole general partner of CPF is Stone Point GP Ltd., a company owned by certain individuals who are members of Stone Point Capital LLC, which serves as the investment manager of CPF. CPF disclaims beneficial ownership of shares of Common Stock of AXS that are, or may be deemed to be, beneficially owned by Trident or ESC.

(4) This transaction in Table I relates to the disposition of shares of Common Stock of AXS by ESC. Marsh & McLennan GP I, Inc., a subsidiary of Marsh & McLennan Companies, Inc., is the sole general partner of ESC. ESC disclaims beneficial ownership of shares of Common Stock of AXS that are, or may be deemed to be, beneficially owned by Trident or CPF.

(5) Charles A. Davis, a director of AXS, is one of the four general partners of Trident GP. Mr. Davis is also a director and shareholder of Stone Point GP Ltd., the entity that is the sole general partner of 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, CPF and ESC. By virtue of Mr. Davis being one of AXS's directors, each of Trident, Trident GP, CPF and ESC may be deemed to be a director by deputization.

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.