

Brooks Conrad D.
Form 4
March 05, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brooks Conrad D.

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)
92 PITTS BAY RD.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, General Counsel & Sec

PEMBROKE, D0 HM 08

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

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

(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 Ownership (Instr. 4)
Common Shares	03/01/2018		M	1,692 A \$ 0	16,427	D	
Common Shares	03/01/2018		D	846 D \$ 47.86	15,581	D	
Common Shares	03/01/2018		M	1,316 A \$ 0	16,897	D	
Common Shares	03/01/2018		D	658 D \$ 47.86	16,239	D	
Common Shares	03/01/2018		M	1,394 A \$ 0	17,633	D	

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Common Shares	03/01/2018	D	697	D	\$ 47.86	16,936	D
Common Shares	03/01/2018	M	1,366	A	\$ 0	18,302	D
Common Shares	03/01/2018	D	683	D	\$ 47.86	17,619	D
Common Shares	03/01/2018	F	915	D	\$ 47.86	16,704	D

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

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(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. Pr Deriv Secu (Instr.		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	03/01/2018		M		1,692		(2)	(2)	Common Shares	1,692	\$
Restricted Stock Units	(1)	03/01/2018		M		1,316		(3)	(3)	Common Shares	1,316	\$
Restricted Stock Units	(1)	03/01/2018		M		1,394		(4)	(4)	Common Shares	1,394	\$
Restricted Stock Units	(1)	03/01/2018		M		1,366		(5)	(5)	Common Shares	1,366	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Brooks Conrad D.
92 PITTS BAY RD.
PEMBROKE, D0 HM 08

EVP, General Counsel & Sec

Signatures

G. Christina Gray-Trefry,
Attorney-in-Fact

03/05/2018

__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) Upon vesting, each restricted stock unit will be equal in value to one common share (50% of the restricted stock units will be settled in common shares and 50% will be settled in cash).
- (2) The restricted stock units vest in four equal annual installments beginning March 1, 2015.
- (3) The restricted stock units vest in four equal annual installments beginning March 1, 2016.
- (4) The restricted stock units vest in four equal annual installments beginning March 1, 2017.
- (5) The restricted stock units vest in four equal annual installments beginning March 1, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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