XL GROUP PLC
Form SC 13G
February 02, 2016

CUSIP NO. G98290102 13G
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

XL GROUP

Public Limited Company

(Name of Issuer)

Ordinary Shares, Par Value $0.01 per Share

(Title of Class of Securities)

G98290102

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is

filed:

[X] Rule 13d 1(b)

[ ] Rule 13d 1(c)

[ ] Rule 13d 1(d)

*The remainder of this cover page shall be filled out for a reporting person's

initial filing on this form with respect to the subject class of securities, and

for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to

be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934

("Act") or otherwise subject to the liabilities of that section of the Act but

shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS.

Franklin Mutual Advisers, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,245,743

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8%

12. TYPE OF REPORTING PERSON

IA, OO (See Item 4)

Item 1.

(a) Name of Issuer

XL GROUP Public Limited Company

(b) Address of Issuer's Principal Executive Offices

XL House
8 St. Stephen’s Green
Dublin 2, Ireland

Item 2.

(a) Name of Person Filing

Franklin Mutual Advisers, LLC

(b) Address of Principal Business Office or, if none, Residence

101 John F. Kennedy Parkway

Short Hills, NJ 07078 2789

(c) Citizenship

Delaware

(d) Title of Class of Securities

Ordinary Shares, Par Value $0.01 per Share

(e) CUSIP Number

G98290102

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Item 3. If this statement is filed pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c),

check whether the person filing is a:

(a) [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 8o).

(b) [ ] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C.

78c).

(d) [ ] Investment company registered under section 8 of the Investment Company

Act of 1940 (15 U.S.C 80a 8).

(e) [X] An investment adviser in accordance with §240.13d 1(b)(1)(ii)(E);

(f) [ ] An employee benefit plan or endowment fund in accordance with

§240.13d 1(b)(1)(ii)(F);

(g) [ ] A parent holding company or control person in accordance with

§240.13d 1(b)(1)(ii)(G);

(h) [ ] A savings associations as defined in Section 3(b) of the Federal

Deposit Insurance Act (12 U.S.C. 1813);

(i) [ ] A church plan that is excluded from the definition of an investment

company under section 3(c)(14) of the Investment Company Act of 1940

(15 U.S.C. 80a 3);

(j) [ ] A non U.S. institution in accordance with §240.13d 1(b)(ii)(J);

(k) [ ] Group, in accordance with §240.13d 1(b)(1)(ii)(K).

If filing as a non U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J),

please specify the type of institution

Item 4. Ownership

The securities reported herein are beneficially owned by one or more open end investment

companies or other managed accounts that are investment management clients of Franklin

Mutual Advisers, LLC ("FMA"), an indirect wholly owned subsidiary of Franklin Resources,

Inc. ("FRI"). When an investment management contract (including a sub advisory

agreement) delegates to FMA investment discretion or voting power over the securities

held in the investment advisory accounts that are subject to that agreement, FRI treats

FMA as having sole investment discretion or voting authority, as the case may be, unless

the agreement specifies otherwise. Accordingly, FMA reports on Schedule 13G that it has

sole investment discretion and voting authority over the securities covered by any such

investment management agreement, unless otherwise noted in this Item 4. As a result for

purposes of Rule 13d 3 under the Act, FMA may be deemed to be the beneficial owner of

the securities reported in this Schedule 13G.

Beneficial ownership by investment management subsidiaries and other affiliates of FRI

is being reported in conformity with the guidelines articulated by the SEC staff in

Release No. 34 39538 (January 12, 1998) relating to organizations, such as FRI, where

related entities exercise voting and investment powers over the securities being

reported independently from each other. The voting and investment powers held by FMA are

exercised independently from FRI (FMA's parent holding company) and from all other

investment management subsidiaries of FRI (FRI, its affiliates and investment management

subsidiaries other than FMA are, collectively, "FRI affiliates"). Furthermore, internal

policies and procedures of FMA and FRI establish informational barriers that prevent the

flow between FMA and the FRI affiliates of information that relates to the voting and

investment powers over the securities owned by their respective investment management

clients. Consequently, FMA and the FRI affiliates report the securities over which they

hold investment and voting power separately from each other for purposes of Section 13

of the Act.

Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own in

excess of 10% of the outstanding common stock of FRI and are the principal stockholders

of FRI. However, because FMA exercises voting and investment powers on behalf of its

investment management clients independently of FRI, beneficial ownership of the

securities reported by FMA is not attributed to the Principal Shareholders. FMA

disclaims any pecuniary interest in any of the securities reported in this Schedule 13G.

In addition, the filing of this Schedule 13G on behalf of FMA should not be construed as

an admission that it is, and it disclaims that it is, the beneficial owner, as defined

in Rule 13d 3, of any of such securities.

Furthermore, FMA believes that it is not a "group" with FRI, the Principal

Shareholders, or their respective affiliates within the meaning of Rule 13d 5 under the

Act and that none of them is otherwise required to attribute to any other the

beneficial ownership of the securities held by such person or by any persons or

entities for whom or for which FMA or the FRI affiliates provide investment management

services.

(a) Amount beneficially owned:

23,245,743

(b) Percent of class:

7.8%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Franklin Mutual Advisers, LLC: 23,245,743

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

Franklin Mutual Advisers, LLC: 23,245,743

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The clients of Franklin Mutual Advisers, LLC, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, the securities reported herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities

referred to above were acquired and are held in the ordinary course of business and were

not acquired and are not held for the purpose of or with the effect of changing or

influencing the control of the issuer of the securities and were not acquired and are

not held in connection with or as a participant in any transaction having that purpose

or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the

information set forth in this statement is true, complete and correct.

Dated: January 28, 2016

Franklin Mutual Advisers, LLC

By: /s/STEVEN J. GRAY

Steven J. Gray

Assistant Secretary of Franklin Mutual Advisers, LLC