

XL GROUP PLC  
Form 8-K  
August 16, 2011

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): August 15, 2011

XL GROUP

**Public Limited Company**

(Exact name of registrant as specified in its charter)

Ireland                                      1-10804              98-0665416  
(State or other jurisdiction of (Commission (IRS Employer  
incorporation)                              File Number) Identification No.)

No. 1 Hatch Street Upper, 4<sup>th</sup> Floor, <sup>2</sup>  
Dublin, Ireland  
(Address of principal executive              (Zip Code)  
offices)

Registrant's telephone number, including area code: +353 (1) 405-2033

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)

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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 8.01. Other Events.**

XL Group plc issued a press release on August 15, 2011. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release (“XL Group plc Announces Completion of Equity Security Units Transaction and Tender Offer for Series C Preference Ordinary Shares”) dated August 15, 2011.

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**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: August 16, 2011

XL Group plc  
(Registrant)

By: /s/ Kirstin R. Gould  
Name: Kirstin R. Gould  
Title: General Counsel & Secretary

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