

Phillips David S.
Form 3
May 11, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Phillips David S. | | (Month/Day/Year) | AXIS CAPITAL HOLDINGS LTD [AXS] | |
| (Last) | (First) | (Middle) | 05/02/2018 | |
| 1211 AVE. OF THE AMERICAS, 24TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10036 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP & Chief Investment Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares | 39,560 | D | 24 |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|---------------|----------------------------|--------|----------------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Shares | 1,580 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Shares | 3,346 | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Shares | 669 | \$ (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Shares | 4,851 | \$ (2) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Shares | 562 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Phillips David S. 1211 AVE. OF THE AMERICAS 24TH FLOOR NEW YORK, NY 10036 | Â | Â | Â EVP & Chief Investment Officer | Â |

Signatures

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

05/11/2018

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The restricted stock units vest on March 1, 2019.
- (2) 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).
- (3) The restricted stock units vest in two equal annual installments beginning March 1, 2019.
Represents a guaranteed minimum award of performance-based restricted stock units. The award may increase up to 6,691 restricted
- (4) stock units provided that certain Company performance conditions are satisfied. The award will be eligible to vest in a single installment on March 1, 2019.
- (5) The restricted stock units vest in three equal annual installments beginning March 1, 2019.
Represents a guaranteed minimum award of performance-based restricted stock units. The award may increase up to 5,624 restricted
- (6) stock units provided that certain Company performance conditions are satisfied. The award will be eligible to vest in a single installment on March 1, 2020.

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Remarks:
Exhibits: Â Â Exhibit 24 - Power of Attorney

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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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