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## Section 1: 8-K (FORM 8-K)

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**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): February 20, 2019**

**AXIS CAPITAL HOLDINGS LIMITED**  
*(Exact Name Of Registrant As Specified In Charter)*

**Bermuda**  
(State of  
Incorporation)

**001-31721**  
(Commission File No.)

**98-0395986**  
(I.R.S. Employer  
Identification No.)

**92 Pitts Bay Road**  
**Pembroke, Bermuda HM 08**  
(Address of principal executive offices, including zip code)

**(441) 496-2600**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or 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)
- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On February 21, 2019, the Board of Directors of AXIS Capital Holdings Limited (the “Company”), upon the recommendation of its Corporate Governance and Nominating Committee, appointed Ms. Lizabeth Zlatkus as a member of the Company’s Board of Directors and Audit and Finance Committees effective March 15, 2019. Ms. Zlatkus joins the Board as a Class II director. She will receive the respective pro-rata portion of the annual retainer for service on the Company’s Board and Audit and Finance Committees based on the number of days remaining in the current director compensation year at March 15, 2019. Ms. Zlatkus is not party to any transaction that is required to be reported pursuant to Item 404(a) of Regulation S-K.

(e) On February 20, 2019, the Company’s Compensation Committee approved changes to the Company’s Executive Long-Term Equity Compensation Program. The actions taken by the Committee are the result of a comprehensive review of the structure and design of the Company’s Executive Long-Term Equity Compensation Program and its alignment with the Company’s business objectives. Changes to the Company’s Executive Long-Term Equity Compensation Program include:

- eliminating the three-year performance look back used to determine the grant pool size for time vested restricted stock units (“RSUs”), so that equity awards granted to our named executive officers will be divided evenly between: (i) RSUs and (ii) performance-vesting awards (“PSUs”) and
- changing the performance metric for PSUs to relative total shareholder return from relative growth in diluted book value per share.

The foregoing description is a summary only and is qualified in its entirety by reference to the Executive Long-Term Equity Compensation Program, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

A copy of the press release issued on February 26, 2019 announcing Ms. Zlatkus’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, as well as Exhibit 99.1 referenced herein, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act unless the Company expressly so incorporates such information by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Document</b>
<a href="#"><u>10.1</u></a>	Executive Long-Term Equity Compensation Program
<a href="#"><u>99.1</u></a>	Press release dated February 26, 2019

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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Document</b>
<a href="#"><u>10.1</u></a>	Executive Long-Term Equity Compensation Program
<a href="#"><u>99.1</u></a>	Press release dated February 26, 2019

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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.

Dated: February 26, 2019

### AXIS CAPITAL HOLDINGS LIMITED

By: /s/ Conrad D. Brooks

Conrad D. Brooks

General Counsel

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## Section 2: EX-10.1 (EXHIBIT 10.1)

Exhibit 10.1

### AXIS CAPITAL HOLDINGS LIMITED

#### EXECUTIVE LONG-TERM EQUITY COMPENSATION PROGRAM

AXIS Capital Holdings Limited (the “Company”) has established the AXIS Capital Holdings Limited Executive Long-Term Equity Compensation Program (the “Program”) to enable eligible employees of the Company and its subsidiaries to share in the success of the Company through the grant of equity awards. The terms of the Program are as set forth herein.

1. Eligibility. Any Executive Committee Member who is employed by the Company or one of its subsidiaries shall be entitled to annual allocation from the equity pool (as defined in Section 2) and shall be a “Participant” in the Program.
2. Target Equity Allocation. Each Participant’s initial “Target Equity Allocation” shall be based on the Participant’s annual equity target value as set forth in their respective employment agreement, offer letter or as set by the Compensation Committee of the Company. This Target Equity Allocation shall be split between a time-based award and a performance-based award at the Compensation Committee’s discretion.
3. Time-Based Award. Time-based awards will vest 25% per year over a four year vesting period.
4. Performance-Based Award. The performance-based portion of the Target Equity Allocation will be granted as initially determined without adjustment, but vesting will be subject to a performance condition. Specifically, performance-based awards will be eligible to vest in a range of 75% to 125% of the initial Target Equity Allocation on the third anniversary of the date of grant, depending on the Company’s relative total shareholder return performance as of the time of vesting, as compared to the Company’s performance peers.
5. Form of Awards. Awards may be made in the form of restricted stock or restricted stock units, at the Committee’s discretion.
6. Clawback. Any equity compensation award hereunder is subject to recoupment, at the Committee’s discretion, under the Company’s executive compensation recoupment, or “clawback”, policy.
7. Interpretation of Program. The Committee shall have the authority to administer the Program, to conclusively make all determinations under the Program and to interpret the Program, subject to and in accordance with the Company’s 2017 Long-Term Equity Compensation Plan. Any such determinations or interpretations made by the Committee shall be binding on all persons.
8. Governing Law. The Program shall be governed by the laws of Bermuda.
9. No Guarantee of Continued Employment. Nothing in the Program shall interfere with or limit in any way the right of the Company or any of its subsidiaries to terminate any employee’s employment at any time, nor shall it confer upon any Participant any right to continue in the employment of the Company or any of its subsidiaries. For purposes of the Program, temporary absence from employment because of illness, vacation, approved leaves of absence and transfers of employment among the Company and its subsidiaries shall not be considered to terminate an employee’s employment.
10. Successors. All obligations of the Company under the Program shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect merger, consolidation, purchase of all or substantially all of the business and/or

assets of the Company or otherwise.

11. Amendment and Termination. This Program may be amended or terminated at any time by the Committee.

February 20, 2019

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## Section 3: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

### Investor Contact

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(212) 940-3339

### Media Contact

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(212) 715-3574

### AXIS CAPITAL APPOINTS LIZABETH ZLATKUS TO BOARD OF DIRECTORS

**Pembroke, Bermuda – February 26, 2019** – AXIS Capital Holdings Limited (“AXIS Capital” or “the Company”) (NYSE: AXS) announced today that Lizabeth Zlatkus has been appointed to the Company’s Board of Directors, effective March 15, 2019. A respected insurance industry leader, Ms. Zlatkus previously held several senior management positions at The Hartford Financial Services Group, Inc. during her 28-year tenure at the company.

“Liz is an exceptional leader who brings experience building and leading engaged and profitable insurance organizations, both in the U.S. and internationally,” said Michael A. Butt, AXIS Capital Board of Directors Chairman. “As we further transform our business to advance our vision of being a leading specialty insurer and global reinsurer, Liz’s deep industry knowledge, paired with her successful organizational leadership track record, will be instrumental to the Company’s long-term success.”

Ms. Zlatkus will serve as a member of AXIS Capital’s Audit and Finance Committees. Her appointment brings the size of the Company’s Board of Directors to 12 members, 10 of whom are independent directors.

“I am pleased to join AXIS Capital’s Board of Directors at this exciting time of change and innovation within the organization and in the global (re) insurance industry,” said Ms. Zlatkus. “The transformation already underway at AXIS is impressive, and I look forward to working with the Board to help the Company capitalize on the tremendous opportunity ahead.”

Ms. Zlatkus has an extensive management background in finance, risk and operations, as well as audit, compensation and board governance experience. She currently sits on the boards of Boston Private Financial Holdings, Inc. and Indivior Plc. Ms. Zlatkus joined The Hartford Financial Services Group, Inc. in 1983 and steadily rose through the organization while holding a variety of leadership positions, including Executive Vice President and Chief Financial Officer, and Executive Vice President and Chief Risk Officer. She also led the International and Group Benefits division and was Co-Chief Operating Officer of Hartford Life. She began her career at KPMG and graduated from The Pennsylvania State University.

### About AXIS Capital

AXIS Capital, through its operating subsidiaries, is a global provider of specialty lines insurance and treaty reinsurance with shareholders’ equity at December 31, 2018, of \$5 billion and locations in Bermuda, the United States, Europe, Singapore, Middle East, Canada and Latin America. Its operating subsidiaries have been assigned a rating of "A+" ("Strong") by Standard & Poor’s and "A+" ("Superior") by A.M. Best. For more information about AXIS Capital, visit our website at [www.axiscapital.com](http://www.axiscapital.com).

Follow AXIS Capital on [LinkedIn](#) and [Twitter](#).

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