

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

**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): **June 1, 2020**

### **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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

| Title of each class   | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common shares, par value \$0.0125 per share   | AXS               | New York Stock Exchange                   |
| Depositary Shares, each representing a 1/100 <sup>th</sup> interest in a 5.50% Series E preferred share | AXS PRE           | New York Stock Exchange                   |

---

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.

---

---

---

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

(d) On June 1, 2020, the Board of Directors of AXIS Capital Holdings Limited (the “Company”), upon the recommendation of its Corporate Governance and Nominating Committee, appointed W. Marston Becker as a member of the Company’s Board of Directors and its Executive, Finance and Risk Committees effective June 1, 2020. Mr. Becker joins the Board as a Class II director. He will receive the respective pro-rated annual retainers for service on the Company’s Board and its Finance and Risk Committees in accordance with the Company’s Directors Compensation Program. Mr. Becker is not party to any transaction that is required to be reported pursuant to Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure**

A copy of the press release issued on June 1, 2020 announcing Mr. Becker’s appointment is attached as Exhibit 99 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 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="#">99</a>    | Press Release dated June 1, 2020  |
| 104                   | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

---

## 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: June 1, 2020

### AXIS CAPITAL HOLDINGS LIMITED

By: /s/ Conrad D. Brooks

Conrad D. Brooks  
General Counsel

---

[\(Back To Top\)](#)

## Section 2: EX-99 (EXHIBIT 99)

**Exhibit 99**

### Investor Contact

Matt Rohrmann  
AXIS Capital Holdings Limited  
[investorrelations@axiscapital.com](mailto:investorrelations@axiscapital.com)  
(212) 940-3339

### Media Contact

Anna Kukowski  
AXIS Capital Holdings Limited  
[anna.kukowski@axiscapital.com](mailto:anna.kukowski@axiscapital.com)  
(212) 715-3574

### AXIS APPOINTS W. MARSTON BECKER TO BOARD OF DIRECTORS

PEMBROKE, Bermuda, June 1, 2020 – AXIS Capital Holdings Limited ("AXIS Capital") (NYSE:AXS) today announced that W. Marston (Marty) Becker has been appointed to the Company's Board of Directors. Mr. Becker will serve as a member of the Board's Executive, Finance and Risk Committees.

During his distinguished 35-year career in the (re)insurance industry, Mr. Becker has held numerous senior leadership roles for publicly traded and private insurance, reinsurance and insurance brokerage organizations in Bermuda, the U.K., U.S. and Australia.

"We are pleased to welcome Marty, a highly respected leader and operator within the (re)insurance field, to the AXIS Board. AXIS will benefit tremendously from his experience in the property and casualty space and his proven track record helping carriers transform and deliver on their potential," said Michael Butt, Chairman of AXIS Capital. "Marty's appointment reflects our commitment to balancing thoughtful Board refreshment with deep company knowledge and expertise. He joins a Board that represents a diverse range of experiences, skills and perspectives that contribute to our ability to drive strategic execution and shareholder value creation."

Mr. Becker's appointment is part of a multi-year succession planning strategy to ensure there is balance between longer-tenured directors and perspectives of newer directors. The Board of Directors presently has 12 members, 10 of whom are independent. Including Mr. Becker, AXIS has added five new independent directors over the past two years.

"In recent years, AXIS has made significant strides to reposition its business and build a more resilient, valuable and profitable Company. AXIS is on an exciting path forward, and I look forward to helping further these efforts," said Mr. Becker. "During a time of tremendous disruption, AXIS' leadership has a clear vision for where the industry is headed, and the Company is well-positioned to succeed as a specialty player in the markets that are most likely to see the strongest growth."

---

**About Marston Becker**

Mr. Becker previously served as Chairman of the Board of QBE Insurance Group (ASX:QBE.AU) from 2014 until April 2020. Prior to this, he was Chairman and CEO at Alterra Capital (Nasdaq-ALTE), Trenwick Group Limited and Orion Capital Corporation. Previously, Mr. Becker served as President and CEO of McDonough Caperton Insurance Group Inc.

He presently serves as a member of the Boards of Encova Mutual Insurance Company, Amynta Group - a national MGA, Source One Financial – a mortgage banker for the recreational vehicle industry, Dorado Insurance in Hamilton, Bermuda and the Mountain Companies – a southeastern U.S. construction firm. Mr. Becker also serves on the advisory boards of the American Securities Fund and Cohesive Capital.

**About AXIS Capital**

AXIS Capital, through its operating subsidiaries, is a global provider of specialty lines insurance and treaty reinsurance with shareholders' equity at March 31, 2020 of \$4.8 billion and locations in Bermuda, the United States, Europe, Singapore, Canada and the Middle East. Its operating subsidiaries have been assigned a rating of "A+" ("Strong") by Standard & Poor's and "A" ("Excellent") 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](#).

---

[\(Back To Top\)](#)