

AXIS CAPITAL HOLDINGS LTD

Form 8-K/A

September 18, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 13, 2009**

**AXIS CAPITAL HOLDINGS LIMITED**

*(Exact Name Of Registrant As Specified In Charter)*

**Bermuda**  
**(State of Incorporation)**

**001-31721**  
**(Commission File No.)**  
**92 Pitts Bay Road**

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

**Pembroke, Bermuda HM 08**

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(Address of principal executive offices, including zip code)

(441) 405-2600

(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))

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

(d)(3) On July 13, 2009, AXIS Capital Holdings Limited (the Company ) filed a Current Report on Form 8-K (the Original Report ) to report the election of Mr. Thomas C. Ramey and Mr. Wilhelm Zeller to the Company s Board of Directors. The Original Report is hereby amended pursuant to Instruction 2 to Item 5.02 of Form 8-K to report that on September 18, 2009 the Company s Board of Directors, upon the recommendation of its Corporate Governance and Nominating Committee, appointed each of Mr. Thomas C. Ramey and Mr. Wilhelm Zeller as a member of the Audit Committee of the Board.

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: September 18, 2009

**AXIS CAPITAL HOLDINGS LIMITED**

By: /s/ Richard T. Gieryn, Jr.  
Richard T. Gieryn, Jr.  
General Counsel