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AXIS CAPITAL HOLDINGS LTD
Form 8-A12B
October 04, 2005

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO
SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE
ACT OF 1934

AXIS CAPITAL HOLDINGS LIMITED
(Exact name of registrant as specified in its charter)

BERMUDA
(State of incorporation or organization)

98-0395986
(IRS Employer
Identification No.)

106 Pitts Bay Road
Pembroke, Bermuda
(Address of principal executive offices)

HM 08
(zip code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
-----	-----
7.25% Series A Preferred Shares	New York Stock Exchange, Inc.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:
333- 118023

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

This registration statement on Form 8-A relates to 10,000,000 7.25% Series A Preferred Shares (the "Series A Preferred Shares") of AXIS Capital Holdings Limited (the "Company"). A description of the Series A Preferred Shares is contained in a Prospectus Supplement filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) under the Securities Act of 1933, as amended, on September 30, 2005. Such Prospectus Supplement shall supplement the Prospectus contained in the Company's Registration Statement on Form S-3 (File No. 333-118023), which

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became effective on August 27, 2004. Such Prospectus Supplement shall be deemed to be incorporated herein by reference for all purposes.

Item 2. Exhibits

- 3.1 Memorandum of Association. (Incorporated herein by reference to Exhibit 3.1 to Amendment No. 1 to the Registration Statement on Form S-1 filed on April 16, 2003).
- 3.2 Amended and Restated Bye-laws. (Incorporated herein by reference to Exhibit 3.2 to Form 10-K for the year ended December 31, 2004 filed on March 1, 2005).
- 4.1 Certificate of Designations setting forth the specific rights, preference, limitations and other terms of the 7.25% Series A Preferred Shares. (Incorporated by reference to the Company's Current Report on Form 8-K, filed with the Commission on October 4, 2005).
- 4.2 Form of stock certificate evidencing the 7.25% Series A Preferred Shares, par value \$0.0125 per share. (Incorporated by reference to the Company's Current Report on Form 8-K, filed with the Commission on October 4, 2005).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AXIS CAPITAL HOLDINGS LIMITED
(Registrant)

By: /s/ Carol S. Rivers

Name: Carol S. Rivers

Title: General Counsel and Secretary

Date: October 4, 2005

Exhibit Index

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Preferred Shares. (Incorporated by reference to the Company's Current Report on Form 8-K, filed with the Commission on October 4, 2005).

- 4.2 Form of stock certificate evidencing the 7.25% Series A Preferred Shares, par value \$0.0125 per share. (Incorporated by reference to the Company's Current Report on Form 8-K, filed with the Commission on October 4, 2005).