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AXIS CAPITAL HOLDINGS LTD  
Form 8-K  
May 20, 2005

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): May 20, 2005 (May 16, 2005)

AXIS CAPITAL HOLDINGS LIMITED

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(Exact name of registrant as specified in its charter)

|  |                                      |  |
|--|--------------------------------------|--|
| Bermuda  | 001-31721                            | 98-0395986                                       |
| -----<br>(State or other jurisdiction<br>of incorporation) | -----<br>(Commission<br>File Number) | -----<br>(I.R.S. Employer<br>Identification No.) |
| 106 Pitts Bay Road<br>Pembroke, Bermuda                    |                                      | HM 08  |
| -----<br>(Address of principal executive offices)          |                                      | -----<br>(Zip Code)                              |

Registrant's telephone number, including area code: 441-296-2600

Not Applicable

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(Former name or former 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:

- 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))

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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 16, 2005, Mr. Scott Schoen resigned as a director of AXIS Capital Holdings Limited, a Bermuda company (the "Company"). Mr. Schoen did not resign as the result of any disagreement with the Company. The Company's board of directors has no immediate plans to appoint a replacement for Mr. Schoen.

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: May 20, 2005

AXIS CAPITAL HOLDINGS LIMITED

By: /s/ Andrew Cook

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Andrew Cook  
Chief Financial Officer