

XL CAPITAL LTD
Form 424B3
January 15, 2002

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-73410

PROSPECTUS SUPPLEMENT NO. 3
(To Prospectus Dated November 29, 2001)

\$508,842,000

XL Capital Ltd
Liquid Yield Option(TM) Notes Due 2021
(Zero Coupon - Senior)
Exchangeable for Class A Ordinary Shares of
XL Capital Ltd

This Prospectus Supplement supplements information contained in that certain Prospectus dated November 29, 2001, as amended or supplemented, relating to the potential sale from time to time by the Selling Securityholders of up to \$508,842,000 aggregate principal amount at maturity of Liquid Yield Option(TM) Notes due 2021 (the "LYONs") of XL Capital Ltd, a Cayman Islands exempted limited company, issued in a private transaction on September 7, 2001 and Class A Ordinary Shares, par value US\$0.01 each, of XL Capital Ltd (the "Ordinary Shares"), issuable upon exchange of the LYONs. The LYONs are being offered for the account of the holders thereof or by their transferees, pledgees, donees or successors. This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto. Capitalized terms used herein but not defined have the meanings assigned to such terms in the Prospectus.

The information contained in the table set forth in the Prospectus under the caption "Selling Securityholders" shall be deleted and replaced in its entirety with the information set forth below with respect to the Selling Securityholders, the respective principal amount at maturity of LYONs owned by the Selling Securityholders, and the respective principal amount of Notes offered by the Selling Securityholders hereby. Unless otherwise indicated, none of the Selling Securityholders has, or within the past three years has had, any position, office or other material relationship with XL Capital Ltd or any of its affiliates. Because the Selling Securityholders may offer all or some portion of their LYONs or the Ordinary Shares issued upon exchange of their LYONs, pursuant to this Prospectus Supplement, no estimate can be given as to the amount of the LYONs or the Ordinary Shares issued upon exchange of the LYONs that will be held by the Selling Securityholders upon termination of any sales. In addition, the Selling Securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their LYONs, or the Ordinary Shares issued upon exchange of their LYONs, since the date on which they provided the information regarding their LYONs, in transactions exempt from the registration requirements of the Securities Act.

Unless otherwise indicated, each Selling Securityholder is offering all LYONs beneficially owned by them pursuant to this Prospectus Supplement. No securityholder may offer their LYONs, or the Ordinary Shares issued upon exchange of their LYONs, pursuant to this Prospectus Supplement until the securityholder is named as a Selling Securityholder in this Prospectus Supplement or in another supplement to the Prospectus.

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Name	Aggregate Principal Amount at Maturity of LYONs That May be Sold	Percentage of LYONs Outstanding	Number of Our Ordinary Shares That May be Sold (1)	Per Or Ou
KBC Financial Products USA Inc.....	500,000	*	2,639	
Deutsche Banc Alex Brown Inc.....	21,500,000	4.2	113,456	
OZ Master Fund, Ltd.....	20,000,000	3.9	105,540	
Deephaven Domestic Convertible Trading Ltd.....	10,010,000	2.0	10,015	
JMG Triton Offshore Fund Ltd.....	12,500,000	2.5	65,963	
Newport Investments Inc.....	920,000	*	4,855	
ALPHA U.S. Sub Fund VIII, LLC.....	570,000	*	3,008	
Global Bermuda Limited Partnership.....	3,000,000	*	15,831	
Lakeshore International, LTD.....	12,400,000	2.4	65,435	
Bank Austria Cayman Islands LTD.....	6,750,000	1.3	35,620	
RCG Multi Strategy LP.....	180,000	*	950	
Ramius Capital Group.....	450,000	*	2,375	
RCG Latitude Master Fund LTD.....	1,620,000	*	8,549	
UBS AG London Branch.....	12,500,000	2.5	65,963	
Morgan Stanley.....	8,500,000	1.7	44,855	
KBC Financial Products (Cayman Islands) Limited.....	8,000,000	1.6	42,216	

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UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.....	3,700,000	*	19,525
Granville Capital Corporation.....	7,000,000	1.4	36,939
President & Fellows of Harvard College.....	10,000,000	2.0	52,770
Goldman Sachs and Company.....	10,375,000	2.0	54,749
Lyxor Master Fund Ref: Argent/LowLev CB.....	1,000,000	*	5,277
S.A.C. Capital Associates, LLC.....	18,500,000	3.6	97,625
Argent Convertible Arbitrage Fund Ltd.....	6,500,000	1.3	34,301
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.....	5,000,000	1.0	29,734
Credit Suisse First Boston Corporation.....	2,500,000	*	13,193
HFR TQA Master Trust.....	250,000	*	1,319
TQA Master Fund, Ltd.....	21,000,000	4.1	110,817
TQA Master Plus Fund, Ltd.....	16,500,000	3.2	87,071
D.E. Shaw Investments, L.P.....	3,000,000	*	15,831
AIG SoundShore Opportunity Holding Fund Ltd.....	5,008,000	1.0	26,427
AIG SoundShore Strategic Holding Fund Ltd.....	3,687,000	*	19,456
AIG SoundShore Holdings Ltd.....	5,305,000	1.0	27,995
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D.E. Shaw Valence, L.P.....	12,000,000	2.4	63,324
Nomura International plc.....	18,500,000	3.6	97,625
SAM Investments LDC.....	50,000,000	9.8	263,850
State of Florida, Office of the Treasurer.....	5,000,000	1.0	26,385

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All other holders of LYONs or future transferees, pledgees, donees, assignees or successors of any such holders (3) (4).....	184,517,000	36.3	973,696
Total.....	508,842,000	100.0	2,685,159

* Less than one percent (1%).

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- (1) Assumes conversion of all of the holder's LYONs at a conversion rate of 5.277 ordinary shares per \$1,000 principal amount at maturity of the LYONs. This conversion rate is subject to adjustment, however, as described under "Description of the LYONs--Conversion Rights." As a result, the number of our ordinary shares issuable upon conversion of the LYONs may increase or decrease in the future. Does not include our ordinary shares that may be issued by us upon purchase of the LYONs by us at the option of the holder.
- (2) Calculated based on Rule 13d-3(d) (i) of the Exchange Act, using 134,168,793 ordinary shares outstanding as of November 9, 2001. In calculating this amount for each holder, we treated as outstanding the number of our ordinary shares issuable upon conversion of all of that holder's LYONs, but we did not assume conversion of any other holder's LYONs. Does not include our ordinary shares that may be issued by us upon purchase of the LYONs by us at the option of the holder.
- (3) Information about other selling securityholders will be set forth in prospectus supplements, if required.
- (4) Assumes that any other holders of LYONs, or any future pledgees, donees, assignees, transferees or successors of or from any such other holders of LYONs, do not beneficially own any of our ordinary shares other than the ordinary shares issuable upon conversion of the LYONs at the initial conversion rate.

All information in this Prospectus Supplement is as of January 15, 2002.

The date of this Prospectus Supplement is January 15, 2002.