
**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): October 9, 2018

Chubb Limited

(Exact name of registrant as specified in its charter)

Switzerland
(State or other jurisdiction of
Incorporation)

1-11778
(Commission
File Number)

98-0091805
(I.R.S. Employer
Identification No.)

**Baerengasse 32
CH-8001 Zurich, Switzerland**
(Address of principal executive offices)

Registrant's telephone number, including area code: +41 (0) 43 456 76 00

Not Applicable
(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 (*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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 9.01. Financial Statements and Exhibits

d) Exhibits.

The following exhibits are incorporated by reference into the Registrant’s automatic shelf registration statement on Form S-3, filed on the date hereof, as exhibits thereto in connection with the delivery of common shares of the Registrant, par value CHF 24.15 per share (“Common Shares”), in connection with the settlement of deferred equity awards held by individuals who, as of January 14, 2016, were former employees (the “Former Employees”) of The Chubb Corporation, which was acquired by the Registrant on January 14, 2016.

EXHIBIT INDEX

Exhibit Number	Exhibit
5.1	<u>Opinion of Bär & Karrer AG as to the legality of the Common Shares, filed herewith.</u>
23.1	<u>Consent of Bär & Karrer AG (included in Exhibit 5.1).</u>
99.1	<u>The Chubb Corporation Long-Term Stock Incentive Plan (2004), incorporated by reference to Annex B of The Chubb Corporation’s definitive proxy statement for the Annual Meeting of Shareholders held on April 27, 2004, filed on March 25, 2004 (File No. 001-08661).</u>
99.2	<u>Amendment to The Chubb Corporation Long-Term Stock Incentive Plan (2004), incorporated by reference to Exhibit 10.8 of The Chubb Corporation’s Annual Report on Form 10-K for the year ended December 31, 2008, filed on March 2, 2009 (File No. 001-08661).</u>
99.3	<u>The Chubb Corporation Long-Term Incentive Plan (2009), incorporated by reference to Exhibit 99.1 of The Chubb Corporation’s registration statement on Form S-8 (No. 333-158841).</u>
99.4	<u>The Chubb Corporation Long-Term Incentive Plan (2014), incorporated by reference to Exhibit 99.1 of The Chubb Corporation’s registration statement on Form S-8 (No. 333-195560).</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

CHUBB LIMITED
(Registrant)

By: /s/ Paul B. Medini
Paul B. Medini
Chief Accounting Officer

Date: October 9, 2018



Chubb Limited
 Bäregasse 32
 CH-8001 Zurich
 Switzerland

Zurich, 9 October 2018

Prospectus Supplement Pursuant to Form S-3 Registration Statement

Dear Sir or Madam,

We have been asked to issue a legal opinion letter as special Swiss legal counsel of Chubb Limited, Bäregasse 32, CH-8001 Zurich, Switzerland, Swiss business identification number CHE-114.425.464 (the “**Company**”), in connection with a prospectus supplement (the “**Prospectus Supplement**”) being filed with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Company’s registration statement on Form S-3 (the “**Registration Statement**”) to be filed on or about 9 October 2018 under the United States Securities Act of 1933, as amended (the “**Act**”), for the registration of common shares of the Company with a nominal value of CHF 24.15 (the “**Shares**”) that may be delivered to individuals who, as of January 14, 2016, were former employees (the “**Former Employees**”) of (former) The Chubb Corporation, at the time a corporation organized under the laws of the State of New Jersey (the “**Chubb Corp**”), following the merger, on January 14, 2016, of Chubb Corp with a wholly owned subsidiary of the Company (the “**Merger**”), in connection with the settlement by the Company of deferred equity awards held by the Former Employees under certain incentive plans of Chubb Corp (the “**Awards**”).

The Shares subject to the Prospectus Supplement will be comprised of the maximum amount of Shares underlying the Awards, but will not exceed 10,109 Shares (the “**Registered Shares**”). You have instructed us (the “**Instructions**”) that the Registered Shares will only consist of Shares already issued before the date of this opinion that are (directly or indirectly) held by the Company (the “**Treasury Shares**”).

Bär & Karrer
 Rechtsanwälte

Zürich
 Bär & Karrer AG
 Brandschenkestrasse 90
 CH-8027 Zürich
 Phone: +41 58 261 50 00
 Fax: +41 58 261 50 01
 zuerich@baerkarrer.ch

Genf
 Bär & Karrer SA
 12, quai de la Poste
 CH-1211 Genève 11
 Phone: +41 58 261 57 00
 Fax: +41 58 261 57 01
 geneve@baerkarrer.ch

Lugano
 Bär & Karrer SA
 Via Vegezzi 6
 CH-6901 Lugano
 Phone: +41 58 261 58 00
 Fax: +41 58 261 58 01
 lugano@baerkarrer.ch

Zug
 Bär & Karrer AG
 Baarerstrasse 8
 CH-6301 Zug
 Phone: +41 58 261 59 00
 Fax: +41 58 261 59 01
 zug@baerkarrer.ch

www.baerkarrer.ch

All capitalized terms used in this legal opinion letter shall have the meaning as defined herein.

I Documents

In arriving at the opinions expressed in clause III below, we have exclusively reviewed and relied on the following documents, the sufficiency of which we confirm for purposes of this legal opinion letter (the documents referred to in this clause I collectively the “**Documents**” and any individual document thereof “**Document**”):

- a) an excerpt from the commercial register of the Canton of Zurich, Switzerland, in relation to the Company, certified by said register to be up-to-date as of 1 October 2018;
- b) a copy of the articles of association of the Company, certified by the commercial register of the Canton of Zurich, Switzerland, to be up-to-date as deposited with such register as of 1 October 2018 (the “**Articles**”); and
- c) a PDF-copy of the Prospectus Supplement (in substantially final draft form).

II Assumptions

In arriving at the opinions expressed in clause III below, we have assumed (without verification) cumulatively that:

- a) the information set out in the Documents and in the Instructions is true, accurate, complete and up-to-date as of the date of this legal opinion letter and no changes have been made or will be made that should have been or should be reflected in the Documents as of the date of this legal opinion letter;
- b) the Documents submitted to us as (hard or electronic) copies are complete and conform to the original document;
- c) all signatures and seals on any Document are genuine;
- d) where a name is indicated (in print or in handwriting) next to a signature appearing on any Document, the signature has been affixed by the person whose name is indicated, and where no name is indicated (in print or in handwriting) next to a signature appearing on any Document, the relevant Documents have been duly signed by authorized signatories;
- e) to the extent any authorizations, approvals, consents, licenses, exemptions or other requirements (collectively the “**Authorizations**”) had or will have to be obtained outside Switzerland in connection with the delivery of the Shares, such Authorizations have been obtained or fulfilled or will be obtained or fulfilled in due time, and have remained or will remain in full force and effect at all times through the delivery of the Shares;

- f) the Company is not listed in Switzerland;
- g) to the extent agreements or documents have to be executed or any obligations have to be performed under applicable laws other than Swiss law or in any jurisdiction outside Switzerland, such execution or performance will not be illegal or unenforceable by virtue of the laws of such jurisdiction; and
- h) the Company will not pass a voluntary winding-up resolution, no petition will be presented or order made by a court for the winding-up, dissolution, bankruptcy or administration of the Company, and no receiver, trustee in bankruptcy, administrator or similar officer will have been appointed in relation to the Company or any of its assets or revenues between the date of this legal opinion letter and the date of the delivery of the Shares.

III Opinion

Based upon the foregoing, and subject to the qualifications and reliance limitations set out in clause IV and clause V below, we are of the opinion that under the laws of Switzerland as currently in force and interpreted:

- a) the Company is a stock corporation (*Aktiengesellschaft*) duly organized and validly existing under the laws of Switzerland, with corporate power and authority to conduct its business;
- b) the Registered Shares are validly issued, fully paid in and non-assessable (i.e. no further contributions in respect thereof will be required to be made to the Company by the holders thereof, by reason only of their being such holders);
- c) insofar as Swiss law is concerned, all regulatory consents, authorizations, approvals and filings required to be obtained or made by the Company for the re-use of the Treasury Shares have been obtained or made.

IV Qualifications

The opinions given under clause III above are each subject to the following cumulative qualifications:

- a) The opinions expressed herein are strictly limited to matters governed by the laws of Switzerland and thus to opinions on certain Swiss law matters.

- b) The opinions expressed herein are based on and subject to the laws of Switzerland as in force and generally interpreted based on available legal sources as of the date of this legal opinion letter, and where this legal opinion letter refers to “Swiss law” or “the laws of Switzerland”, it solely refers to Swiss law as in force and generally interpreted based on available legal sources as of the date of this legal opinion letter. Such laws are subject to change.
- c) We have made no investigation of the laws of any other jurisdiction (but the laws of Switzerland) as a basis for this legal opinion letter and do not express or imply any opinion thereon.
- d) The opinions expressed herein relate only to legal matters explicitly covered by this legal opinion letter (taking into account cumulatively all assumptions and qualifications) and no opinion is given by implication or otherwise on any other matter.
- e) In issuing this legal opinion letter, we based ourselves solely on the Documents and were not instructed to, and did not, make any further independent search or due diligence; we do not opine as to any facts or circumstances occurring or coming to our attention subsequently to the date hereof.
- f) The assumptions and qualifications apply to all opinions expressed in this legal opinion letter.
- g) We express no opinion herein as to the accuracy or completeness of the information set out in the Registration Statement and the Prospectus Supplement or of the representations and warranties set out in the Registration Statement and the Prospectus Supplement.
- h) We express no opinion herein as to regulatory matters or as to any commercial, accounting, calculating, auditing, tax, or other non-corporate law matter.
- i) We express no opinion herein as to regulatory matters (except as provided in III.c)) or as to any commercial, accounting, calculating, auditing, tax, or other non-corporate law matter.
- j) As a matter of mandatory Swiss law, shareholders as well as the board of directors of a company are entitled to challenge resolutions adopted by a general shareholders’ meeting, including those on which the issuance of the Shares is based, believed to violate the law or the company’s articles of association by initiating legal proceedings against such company within two months following such meeting.

- k) In this opinion, Swiss legal concepts are expressed in English terms and not in any official Swiss language; these concepts may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions.

V **Reliance**

This legal opinion letter is addressed to the Company. We hereby consent to the filing of this legal opinion letter as an exhibit to the Registration Statement and to the use of our name under the heading “Validity of Common Shares” in the Prospectus Supplement. In giving such consent, we do not admit or imply that we are in the category of persons whose consent is required under section 7 of the Act or the rules and regulations of the Commission issued thereunder.

This legal opinion letter is furnished by us, as special Swiss legal counsel to the Company, in connection with the filing of the Prospectus Supplement pursuant to the Registration Statement. Without our prior consent, it may not be used by, copied by, circulated by, quoted by, referred to, or disclosed to any party or for any purpose, except for such filing or in connection with any reliance by investors on such filing pursuant to US securities laws.

Any reliance on this opinion is limited to the legal situation existing at the date of this legal opinion letter, and we shall be under no obligation to advise you on or to amend this legal opinion letter to reflect any change in circumstances or applicable laws or regulations for any period after the date of issuance of this legal opinion letter.

This legal opinion letter shall be governed by and construed in accordance with the laws of Switzerland. This legal opinion letter may only be relied upon on the express condition that any issues of interpretation arising hereunder will be governed by the laws of Switzerland.

Yours faithfully,

Bär & Karrer AG

/s/ Dr. Urs Kägi

Dr. Urs Kägi