

RENAISSANCERE HOLDINGS LTD  
Form 8-K  
May 21, 2013

**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): May 20, 2013**

**RenaissanceRe Holdings Ltd.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction

of incorporation)

**001-14428**  
(Commission

File Number)

**98-014-1974**  
(IRS Employer

Identification No.)

**Renaissance House**

**12 Crow Lane, Pembroke**

**Bermuda**  
(Address of principal executive offices)

**HM 19**  
(Zip Code)

**Registrant's telephone number, including area code: (441) 295-4513**

**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:

- ..  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 7.01 Regulation FD Disclosure.**

The registrant issued the press release attached hereto as Exhibit 99.1 (the Press Release ), announcing the pricing of the offering. The Press Release is furnished pursuant to Regulation FD.

**Item 8.01 Other Events.**

On May 20, 2013, RenaissanceRe Holdings Ltd. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC, Citigroup Global Markets Inc., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule II thereto (the Underwriters ), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, subject to and upon terms and conditions set forth therein, an aggregate of 11,000,000 shares of the Company s newly designated 5.375% Series E Preference Shares, par value \$1.00 per share and a liquidation preference of \$25.00 per share (representing \$275,000,000 in aggregate liquidation preference). The Company also granted the Underwriters an option to purchase up to an additional 1,650,000 Series E Preference Shares solely to cover over-allotments, if any. The offering was made pursuant to an effective shelf registration statement (Registration No. 333-167485) and is expected to close on May 28, 2013, subject to customary closing conditions.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated May 20, 2013, among RenaissanceRe Holdings Ltd. and Wells Fargo Securities, LLC, Citigroup Global Markets Inc., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the other several underwriters named therein
99.1*	Press Release of RenaissanceRe Holdings Ltd., dated May 20, 2013

\* Exhibit 99.1 is being furnished pursuant to Regulation FD, and is not being filed with the Securities and Exchange Commission (the SEC ). Therefore, this exhibit is not incorporated by reference in any of the registrant s other SEC filings.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 21, 2013

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein  
Stephen H. Weinstein  
Senior Vice President, General Counsel & Corporate Secretary

- 3 -

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated May 20, 2013, among RenaissanceRe Holdings Ltd. and Wells Fargo Securities, LLC, Citigroup Global Markets Inc., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the other several underwriters named therein
99.1*	Press Release of RenaissanceRe Holdings Ltd., dated May 20, 2013

\* Exhibit 99.1 is being furnished pursuant to Regulation FD, and is not being filed with the Securities and Exchange Commission (the SEC). Therefore, this exhibit is not incorporated by reference in any of the registrant's other SEC filings.