

RENAISSANCERE HOLDINGS LTD  
Form 8-A12B  
May 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

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

**RenaissanceRe Holdings Ltd.**

(Exact name of Registrant as specified in its charter)

**Bermuda**  
(State of incorporation or organization)

**Renaissance House**

**12 Crow Lane, Pembroke**

**98-014-1974**  
(I.R.S. Employer Identification No.)

**HM 19**

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**Bermuda**  
(Address of principal executive offices) (Zip Code)  
**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>5.375% Series E Preference Shares, par value \$1.00 per share</b>	<b>New York Stock Exchange</b>

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), check the following box.

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

**Securities Act registration statement file number to which this form relates:**

**333-167485**

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

**None**

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

The description of the 5.375% Series E Preference Shares, par value \$1.00 per share (the "Preference Shares"), of RenaissanceRe Holdings Ltd. (the "Registrant") is incorporated herein by reference to the Registrant's Prospectus (including the Prospectus Supplement thereto) relating to the offering of the Preference Shares, dated May 20, 2013, which Prospectus forms a part of the Registrant's Registration Statement on Form S-3 (File No. 333-167485) filed with the Securities and Exchange Commission (the "SEC") on June 14, 2010. Reference is made specifically to the section in the Prospectus captioned "Description of Our Capital Shares" and to the section in the Prospectus Supplement captioned "Description of Series E Preference Shares."

Item 2. Exhibits.

- 3.1 Memorandum of Association.<sup>1</sup>
- 3.2 Amended and Restated Bye-Laws.<sup>2</sup>
- 4.1 Form of Share Certificate Evidencing the 5.375% Series E Preference Shares.
- 4.2 Certificate of Designation, Preferences and Rights of 5.375% Series E Preference Shares.

<sup>1</sup> Incorporated by reference to the Registration Statement on Form S-1 of the Registrant (Registration No. 333-70008) which was declared effective by the SEC on July 26, 1995.

<sup>2</sup> Incorporated by reference to the Quarterly Report on Form 10-Q of the Registrant which was filed with the SEC on August 14, 2002.

SIGNATURE

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

RENAISSANCERE HOLDINGS LTD.

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

Date: May 28, 2013

**EXHIBIT INDEX**

Exhibit No.	Description
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