

RENAISSANCERE HOLDINGS LTD  
Form 8-K  
May 28, 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 28, 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 3.03 Material Modification to Rights of Security Holders.**

On May 28, 2013, RenaissanceRe Holdings Ltd. (the Company), issued 11,000,000 shares of its 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 Series E Preference Shares). Dividends on the Series E Preference Shares will be payable on a non-cumulative basis only when, as and if declared by the Company's board of directors, quarterly in arrears on March 1, June 1, September 1 and December 1 of each year, commencing on September 1, 2013, at a rate equal to 5.375% of the liquidation preference per annum (equivalent to \$1.34375 per share). The Series E Preference Shares were sold pursuant to an effective shelf registration statement (Reg. No. 333-167485).

Pursuant to the Certificate of Designation, Preferences and Rights of 5.375% Series E Preference Shares (the Certificate of Designation), the Series E Preference Shares rank senior to the Company's common shares and equally with the Company's 6.08% Series C Preference Shares and 6.60% Series D Preference Shares as to dividends and distributions of assets upon the Company's liquidation, dissolution or winding up.

The foregoing description of the Certificate of Designation does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation, a copy of which is attached hereto as Exhibit 3.1 and is incorporated by reference herein. The form of share certificate for any Series E Preference Shares that may be issued in certificated form is attached hereto as Exhibit 4.1 and incorporated herein by reference.

**Item 8.01 Other Events**

A legal opinion relating to the validity of the Series E Preference Shares is attached hereto as Exhibit 5.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | Certificate of Designation of 5.375% Series E Preference Shares              |
| 4.1                | Form of Stock Certificate Evidencing the 5.375% Series E Preference Shares   |
| 5.1                | Opinion of Conyers Dill & Pearman Limited                                    |
| 23.1               | Consent of Conyers Dill & Pearman Limited (included as part of Exhibit 5.1). |

**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 28, 2013

RENAISSANCERE HOLDINGS LTD.

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

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**Exhibit Index**

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