

RENAISSANCERE HOLDINGS LTD  
Form 8-A12B  
June 18, 2018

**FORM 8-A**  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**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)**

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

**Renaissance House**  
**12 Crow Lane, Pembroke**

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

**HM 19**  
**(Zip Code)**

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

| <b>Title of each class</b>  | <b>Name of each exchange on which</b>                                   |
|---|---|
| <b>to be so registered</b><br><b>Depository Shares, each Representing a 1/1,000<sup>th</sup></b><br><b>Interest in a 5.750% Series F Preference Share, par</b><br><b>value \$1.00 per share</b> | <b>each class is to be registered</b><br><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:**

**333-219675**

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

**None**

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

The securities to be registered hereby are the Depositary Shares (the "Depositary Shares"), each representing a 1/1,000 interest in a 5.750% Series F Preference Share, par value \$1.00 per share and liquidation preference \$25,000 per share (the "Preference Shares"), of RenaissanceRe Holdings Ltd. (the "Registrant"). The descriptions of the terms of the Depositary Shares and the underlying Preference Shares of the Registrant are incorporated herein by reference to the Registrant's Prospectus (including the Prospectus Supplement thereto) relating to the offering of the Preference Shares, dated June 11, 2018, which Prospectus forms a part of the Registrant's Registration Statement on Form S-3 (File No. 333-219675) filed with the Securities and Exchange Commission (the "SEC") on August 3, 2017. Reference is made specifically to the section in the Prospectus captioned "Description of Our Capital Shares" and to the sections in the Prospectus Supplement captioned "Description of the Depositary Shares" and "Description of Series F Preference Shares."

Item 2. Exhibits.

- 3.1 Memorandum of Association.<sup>1(p)</sup>
- 3.2 Amended and Restated Bye-Laws.<sup>2</sup>
- 4.1 Form of Share Certificate Evidencing the 5.750% Series F Preference Shares.
- 4.2 Certificate of Designation, Preferences and Rights of 5.750% Series F Preference Shares.
- 4.3 Deposit Agreement, dated June 18, 2018, by and among RenaissanceRe Holdings Ltd., Computershare Trust Company, N.A. and Computershare Inc.
- 4.4 Form of Depositary Receipt.

<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.

**EXHIBIT INDEX**

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Memorandum of Association <sup>1(p)</sup>  |
| 3.2         | <u>Amended and Restated Bye-Laws<sup>2</sup></u>   |
| 4.1         | <u>Form of Share Certificate Evidencing the 5.750% Series F Preference Shares.</u>   |
| 4.2         | <u>Certificate of Designation, Preferences and Rights of 5.750% Series F Preference Shares.</u>  |
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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, Group General  
Counsel, Corporate Secretary and Chief

Compliance Officer

Date: June 18, 2018