

RENAISSANCERE HOLDINGS LTD  
Form 8-A12B  
February 03, 2003

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

98-013-8020

-----  
(State of incorporation  
or organization)

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

Renaissance House  
8-12 East Broadway, Pembroke  
Bermuda

HM 19

-----  
(Address of principal executive offices)

-----  
(Zip Code)

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

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

-----  
7.30% Series B Preference Shares, par  
value \$1.00 per share

New York Stock Exchange

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.  [X]

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:  
333-70528

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

None  
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Item 1. Description of Registrant's Securities to be Registered.  
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The description of the 7.30% Series B 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 relating to the offering of the Preference Shares, which Prospectus forms a part of the Registrant's Registration Statement on Form S-3 (File No. 333-83308), as declared effective by the Securities and Exchange Commission as of June 14, 2002. Reference is made specifically to the section in the Prospectus captioned "Description of Our Capital Shares."

Item 2. Exhibits.  
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- 2.1 Registration Statement on Form S-3 (File No. 333-83308). 1
- 2.2 Amended Memorandum of Association. 2
- 2.3 Amended and Restated Bye-Laws. 3
- 2.4 Prospectus Supplement dated January 30, 2003, filed pursuant to Rule 424(b)(5) of the Act on February 3, 2003. 4
- 4.1 Form of Certificate of Designation, Preferences and Rights of 7.30% Series B Preference Shares.
- 4.2 Form of Share Certificate Evidencing the 7.30% Series B Preference Shares.

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- 1 Incorporated herein by reference to the Registration Statement on Form S-3 (File No. 333-83308), which was declared effective by the SEC as of June 14, 2002.
- 2 Incorporated by reference to the Registration Statement on Form S-1 of RenaissanceRe Holdings Ltd (Registration No. 33-70008) which was declared effective by the SEC on July 26, 1995.
- 3 Incorporated by reference to the Quarterly Report on Form 10-Q of RenaissanceRe Holdings Ltd. which was filed with the SEC on August 14, 2002.
- 4 Incorporated by reference to the Rule 424(b)(5) Prospectus Supplement, dated January 30, 2003, as filed with the SEC on February 3, 2003.

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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.

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By: /s/ John M. Lummis

-----  
Name: John M. Lummis  
Title: Executive Vice President and Chief  
Financial Officer

Date: February 3, 2003

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EXHIBIT INDEX

Exhibit No. -----	Description -----	Page Number -----
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