

EVEREST REINSURANCE HOLDINGS INC  
Form 8-K  
June 05, 2014

**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) June 2, 2014**

**Everest Reinsurance Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other**  
  
**jurisdiction)**

**1-14527**  
**(Commission**  
  
**File Number)**  
**477 Martinsville Road**

**23-3263609**  
**(I.R.S. Employer of**  
  
**Incorporation Identification No.)**

**Post Office Box 830**

**Liberty Corner, New Jersey 07938-0830**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (908) 604-3000**

**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 8.01. Other Events.**

On June 2, 2014, Everest Reinsurance Holdings, Inc. (the Company ) agreed to sell in a public offering (the Offering ) \$400 million of 4.868% Senior Notes due 2044 (the Notes ). The Offering was made pursuant to an effective shelf registration statement (File No. 333-177322) filed on June 2, 2014.

Attached as Exhibits 1.1 and 1.2, respectively, are copies of the Underwriting Agreement and Pricing Agreement relating to the Offering. Attached as Exhibit 4.1 is the form of the Fourth Supplemental Indenture entered into in connection with the Offering. Attached as Exhibit 4.2 is the Form of Global Note evidencing the Notes. Attached as Exhibit 5.1 is the opinion of Mayer Brown LLP, counsel to the Company, issued to the Company in connection with the Offering.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated as of June 2, 2014, between Everest Reinsurance Holdings, Inc., Wells Fargo Securities, LLC and Citigroup Global Markets Inc., as representatives of the several underwriters named therein.
- 1.2 Pricing Agreement, dated as of June 2, 2014, among Everest Reinsurance Holdings, Inc., Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
- 4.1 Fourth Supplemental Indenture, dated as of June 5, 2014 by and between Everest Reinsurance Holdings, Inc. and The Bank of New York Mellon (as successor in interest to the Chase Manhattan Bank).
- 4.2 Global Note evidencing the 4.868% Senior Notes due 2044.
- 5.1 Opinion of Mayer Brown LLP.

**SIGNATURES**

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

**EVEREST REINSURANCE HOLDINGS,  
INC.**

By: /s/ DOMINIC ADDESSO

Name: Dominic Addesso

Title: President and Chief Executive  
Officer

DATE: June 5, 2014

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**EXHIBIT INDEX**

| Exhibit Number | Description  | Method of Filing   |
|----------------|--|--------------------|
| Exhibit 1.1    | Underwriting Agreement, dated as of June 2, 2014, between Everest Reinsurance Holdings, Inc., Wells Fargo Securities, LLC and Citigroup Global Markets Inc., as representatives of the several underwriters named therein. | Furnished herewith |
| Exhibit 1.2    | Pricing Agreement, dated as of June 2, 2014, among Everest Reinsurance Holdings, Inc., Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.        | Furnished herewith |
| Exhibit 4.1    | Fourth Supplemental Indenture, dated as of June 5, by and between Everest Reinsurance Holdings, Inc. and The Bank of New York Mellon (as successor in interest to the Chase Manhattan Bank).                               | Furnished herewith |
| Exhibit 4.2    | Global Note evidencing the 4.868% Senior Notes due 2044.   | Furnished herewith |
| Exhibit 5.1    | Opinion of Mayer Brown LLP.  | Furnished herewith |