

RENAISSANCERE HOLDINGS LTD

Form POSASR

August 03, 2017

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 3, 2017

REGISTRATION NO. 333-206233

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3

Post-Effective Amendment No. 1 To

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

RENAISSANCERE HOLDINGS LTD.

(Exact name of Registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0141974
(I.R.S. Employer
Identification Number)

**RENAISSANCE HOUSE
12 CROW LANE
PEMBROKE HM 19
BERMUDA
(441) 295-4513**

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive
offices)

**RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**

(Name, address, including zip code, and telephone
number,
including area code, of agent for service)

RENAISSANCERE FINANCE INC.

(Exact name of Registrant as specified in its certificate of incorporation)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

68-0650983
(I.R.S. Employer
Identification No.)

**140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive
offices)

**RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**

(Name, address, including zip code, and telephone
number,
including area code, of agent for service)

RENAISSANCERE CAPITAL TRUST II

(Exact name of Registrant as specified in its certificate of trust)

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DELAWARE
(State or other jurisdiction of
incorporation or organization)

42-6625345
(I.R.S. Employer
Identification No.)

**C/O RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive
offices)

**RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**

(Name, address, including zip code, and telephone
number,
including area code, of agent for service)

RENRE NORTH AMERICA HOLDINGS INC.

(Exact name of registrant as specified in its certificate of incorporation)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

51-0382090
(I.R.S. Employer
Identification No.)

**C/O RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive
offices)

**RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**

(Name, address, including zip code, and telephone
number,
including area code, of agent for service)

COPIES TO:

STEPHEN H. WEINSTEIN, ESQ.

SEAN M. EWEN, ESQ.

**SENIOR VICE PRESIDENT, GROUP GENERAL
COUNSEL,
CORPORATE SECRETARY
AND CHIEF COMPLIANCE OFFICER**

**RENAISSANCERE HOLDINGS LTD.
RENAISSANCE HOUSE**

12 CROW LANE,

PEMBROKE HM 19

BERMUDA

(441) 295-4513

WILLKIE FARR & GALLAGHER LLP

787 SEVENTH AVENUE

NEW YORK, NY 10019

(212) 728-8867

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not Applicable.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, which was originally filed with the Securities and Exchange Commission on August 7, 2015 by the Registrants (Registration No. 333-206233) (the 2015 Registration Statement) to register the sale of up to \$750,000,000 worth of the Registrants' common shares, preference shares, depositary shares, debt securities, warrants to purchase common shares, preference shares or debt securities, share purchase contracts, share purchase units, units, preferred securities and guarantees (collectively, the Securities), is being filed to deregister all of the Securities not yet issued under the 2015 Registration Statement.

On August 3, 2017 the Registrants filed an updated registration statement on Form S-3. As a result, the offering of Securities under the 2015 Registration Statement has been terminated and the Registrants desire to remove from registration all Securities registered pursuant to the 2015 Registration Statement which remain unsold as of the date hereof.

Accordingly, pursuant to the undertaking contained in the 2015 Registration Statement to remove from registration by means of a post-effective amendment any of the Securities that remain unsold at the termination of the offering, the Registrants hereby amend the 2015 Registration Statement by deregistering all Securities that were registered but unsold under the 2015 Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Holdings Ltd. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 3rd day of August, 2017.

RENAISSANCERE HOLDINGS LTD.

By: /s/ Kevin J. O Donnell
 Kevin J. O Donnell
 Chief Executive Officer, President and
 Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons, in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kevin J. O Donnell Kevin J. O Donnell	Chief Executive Officer, President and Director (Principal Executive Officer)	August 3, 2017
* Robert Qutub	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 3, 2017
* James C. Fraser	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 3, 2017
* James L. Gibbons	Non-Executive Chair of the Board of Directors	August 3, 2017
* David C. Bushnell	Director	August 3, 2017
* Brian G. J. Gray	Director	August 3, 2017
* Jean D. Hamilton	Director	August 3, 2017
* Duncan P. Hennes	Director	August 3, 2017

*
Henry Klehm, III

Director

August 3, 2017

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Signature	Title	Date
* Valerie Rahmani	Director	August 3, 2017
* Carol P. Sanders	Director	August 3, 2017
* Anthony M. Santomero	Director	August 3, 2017
* Edward J. Zore	Director	August 3, 2017

*By: /s/ Stephen H. Weinstein
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Finance Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 3rd day of August, 2017.

RENAISSANCERE FINANCE INC.

By: *
Name: Robert Qutub
Title: Executive Vice President and
Chief Financial Officer

*By: /s/ Stephen H. Weinstein
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Capital Trust II certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 3rd day of August, 2017.

RENAISSANCERE CAPITAL TRUST II

By: RenaissanceRe Holdings Ltd., as Depositor

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: Senior Vice President, Group General Counsel,
Corporate Secretary and Chief Compliance
Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe North America Holdings Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 3rd day of August, 2017.

**RENAISSANCERE NORTH AMERICA
HOLDINGS INC.**

By: /s/ Stephen H. Weinstein
Name: Stephen H. Weinstein
Title: Senior Vice President, General Counsel
and Secretary