

**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): February 4, 2020

RenaissanceRe Holdings Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation)

001-14428

(Commission File Number)

98-0141974

(IRS Employer Identification No.)

Renaissance House, 12 Crow Lane, Pembroke, Bermuda

(Address of Principal Executive Office)

HM 19

(Zip Code)

(441) 295-4513

(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Shares, Par Value \$1.00 per share	RNR	The New York Stock Exchange
Series C 6.08% Preference Shares, Par Value \$1.00 per share	RNR PRC	The New York Stock Exchange
Series E 5.375% Preference Shares, Par Value \$1.00 per share	RNR PRE	The New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a Series F 5.750% Preference Share, Par Value \$1.00 per share	RNR PRF	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On February 4, 2020, RenaissanceRe Holdings Ltd. (the "Company") and AXA Liabilities Managers ("AXA LM") issued a press release announcing the Company's sale of RenaissanceRe (UK) Limited, a company currently in run-off, to AXA LM. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in Item 7.01 of this Form 8-K and Exhibit 99.1 hereto is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit #</u>	<u>Description</u>
99.1	Press Release, dated February 4, 2020.
101	Pursuant to Rule 406 of Regulation S-T, the cover page information is formatted in Inline XBRL.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

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.

RENAISSANCERE HOLDINGS LTD.

Date: February 5, 2020

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



AXA LIABILITIES MANAGERS TO ACQUIRE RENAISSANCERE (UK) LIMITED FROM RENAISSANCERE

February 4, 2020

AXA Liabilities Managers (AXA LM) has agreed to acquire RenaissanceRe (UK) Limited (RRUKL), a company currently in run-off, from RenaissanceRe Holdings Ltd. (RenaissanceRe) (NYSE: RNR). The acquisition, which is expected to close later this year, is subject to regulatory approval and will be made through an investment vehicle managed by AXA LM.

Formerly known as Tokio Millennium Re (UK) Limited, the UK run-off business was acquired by RenaissanceRe as part of its purchase of Tokio Millennium Re in 2018. RRUKL primarily wrote motor, casualty, political risk, engineering and marine treaty business until 2015, when it was placed into run-off. Gross reserves as at 30 September 2019 were £160M.

Sylvain Villeroy du Galhau, CEO of AXA LM, said *"I am delighted to announce that we reached an agreement with RenaissanceRe to acquire their UK run-off business. We are very pleased to continue our external development with this strategic acquisition. Once we have received the approval of the regulator, this 21st acquisition will foster our position as a leading provider of legacy solutions in the market."*

Aditya Dutt, Senior Vice President of RenaissanceRe, said *"We are pleased to enter into an agreement to sell the UK run-off business to AXA LM, a leading manager of legacy businesses. Divestiture of this legacy portfolio to a high-quality owner allows us to continue focusing on our core business segments."*

About RenaissanceRe | RenaissanceRe is a global provider of reinsurance and insurance that specializes in matching well structured risks with efficient sources of capital. RenaissanceRe provides property, casualty and specialty reinsurance and certain insurance solutions to customers, principally through intermediaries. Established in 1993, RenaissanceRe has offices in Bermuda, Australia, Ireland, Singapore, Switzerland, the United Kingdom and the United States.

About AXA Liabilities Managers (AXA LM) | AXA LM is an acquirer and manager of legacy insurance and reinsurance business. Founded in 2001 to proactively manage AXA's non-life reinsurance liabilities, AXA LM acquired 20 portfolios on the market through its funds and continues its external development. With 20-years of international experience in P&C legacy structuring, AXA LM operates today in the UK, Switzerland, USA, Dubai, Malaysia and is headquartered in France.

All statements other than present and historical facts and conditions contained in this press release, including any statements regarding our future results of operations and financial positions, business strategy, plans and our objectives for future operations, are forward-looking statements and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are only predictions and reflect our current beliefs and expectations with respect to future events and are based on assumptions and subject to risk and uncertainties and subject to change at any time. We operate in a very competitive and rapidly changing environment. New risks emerge from time to time. Given these risks and uncertainties, you should not place undue

reliance on these forward-looking statements. Actual events or results may differ materially from those contained in the projections or forward-looking statements.

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