
**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**

**June 18, 2018
Date of Report (Date of earliest event reported)**

RenaissanceRe Holdings Ltd.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation or organization)

001-14428
(Commission
File Number)

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

Renaissance House, 12 Crow Lane, Pembroke HM 19, Bermuda
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(441) 295-4513

N/A
(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 (see General Instruction A.2. below):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company 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 3.03 Material Modification to Rights of Security Holders.

On June 18, 2018, RenaissanceRe Holdings Ltd. (the “Company”), issued 10,000,000 shares of its newly designated depositary shares (the “Depositary Shares”), each representing a 1/1,000th interest in a share of 5.750% Series F Preference Shares, par value \$1.00 per share and a liquidation preference of \$25,000 per share (equivalent to \$25.00 per Depositary Share) (representing \$250,000,000 in aggregate liquidation preference) (the “Series F Preference Shares”). Dividends on the Series F Preference Shares (and in turn, the Depositary Shares) will be payable on a non-cumulative basis only when, as and if declared by the Company’s board of directors, quarterly in arrears on March 1, June 1, September 1 and December 1 of each year, commencing on September 1, 2018, at a rate equal to 5.750% of the liquidation preference per annum (equivalent to \$1,437.50 per share and \$1.4375 per Depositary Share). The Depositary Shares were sold pursuant to an effective shelf registration statement (Reg. No. 333-219675).

Pursuant to the Certificate of Designation, Preferences and Rights of 5.750% Series F Preference Shares (the “Certificate of Designation”), the Series F Preference Shares rank senior to the Company’s common shares and equally with the Company’s 6.08% Series C Preference Shares and 5.375% Series E Preference Shares as to dividends and distributions of assets upon the Company’s liquidation, dissolution or winding up.

The foregoing description of the Certificate of Designation does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation, a copy of which is attached hereto as Exhibit 4.2 and is incorporated by reference herein. The form of share certificate for any Series F Preference Shares that may be issued in certificated form is attached hereto as Exhibit 4.1 and incorporated herein by reference.

In connection with the issuance of the Depositary Shares, the Company entered into a deposit agreement (the “Deposit Agreement”), dated June 18, 2018, with Computershare Inc. and Computershare Trust Company, N.A., as depositary and holders from time to time of the depositary receipts.

The Deposit Agreement has been included as Exhibit 4.3 hereto and the form of Depositary Receipt has been included as Exhibit 4.4 hereto. The above description of the Deposit Agreement is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

ITEM 8.01 Other Events.

A legal opinion relating to the validity of the Series F Preference Shares is attached hereto as Exhibit 5.1.

A legal opinion as to the Depositary Shares is attached hereto as Exhibit 5.2.

ITEM 9.01 Financial Statements and Exhibits.

| EXHIBIT NO. | DESCRIPTION |
|----------------|--|
| 4.1 | Form of Share Certificate Evidencing the 5.750% Series F Preference Shares (1) |
| 4.2 | Certificate of Designation, Preferences and Rights of 5.750% Series F Preference Shares (1) |
| 4.3 | Deposit Agreement, dated June 18, 2018, among RenaissanceRe Holdings Ltd., Computershare, Inc. and Computershare Trust Company, N.A. (1) |
| 4.4 | Form of Depositary Receipt (1) |
| 5.1 | Opinion of Conyers Dill & Pearman Limited |
| 5.2 | Opinion of Willkie Farr & Gallagher LLP |
| 23.1 | Consent of Conyers Dill & Pearman Limited (included as part of Exhibit 5.1) |
| 23.2 | Consent of Willkie Farr & Gallagher LLP (included as part of Exhibit 5.2) |

(1) Incorporated by reference to the Registration Statement on Form 8-A of the Company dated June 18, 2018.

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.

Date: June 19, 2018

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: Senior Vice President,

General Counsel & Corporate Secretary

18 June, 2018

Matter No.360556
Doc Ref: 14133617

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RenaissanceRe Holdings Ltd.
12 Crow Lane
Pembroke, HM 19
Bermuda

Dear Sirs,

Re: RenaissanceRe Holdings Ltd. (the “Company”)

We have acted as special Bermuda legal counsel to the Company in connection with the offer and sale by the Company of up to 10,000,000 depositary shares (the “Depositary Shares”) evidenced by depositary receipts issued by Computershare Inc. and Computershare Trust Company N.A. as depositary, with each Depositary Share representing a 1/1000th interest in the 5.750% Series F Preference Shares of par value US\$1.00 each issued by the Company (the “Shares”), of which 10,000 Shares (represented by 10,000,000 Depositary Shares) are being offered by the Company pursuant to an Underwriting Agreement dated 11 June, 2018, among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representative of the underwriters named therein (the “Underwriting Agreement”). The Shares will be issued and sold pursuant to the prospectus supplement dated 11 June, 2018 (the “Prospectus Supplement”), supplementing the prospectus dated 3 August, 2017 (the “Base Prospectus”) that forms part of the Registration Statement of the Company. As used in this letter, the term “Prospectus” means the Prospectus Supplement and the Base Prospectus (which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) each as filed with the U.S Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended (the “Securities Act”).

For the purposes of giving this opinion, we have examined a copy of the Prospectus, the Registration Statement, the Underwriting Agreement and the deposit agreement dated 18 June, 2018 between the Company, Computershare Inc. and Computershare Trust Company, N.A. We have also reviewed the memorandum of association and the bye-laws of the

Company, each certified by the Secretary of the Company on 18 June, 2018 (the “Constitutional Documents”), minutes of meetings of its directors held on 1 May, 2002, and 2 August, 2017 and minutes (including the Certificate of Designation, Preferences and Rights of the Shares attached thereto as Exhibit A) of a meeting of the offerings committee of the board of directors of the Company held on 11 June, 2018 (together, the “Resolutions”), each certified by the Secretary on 18 June, 2018, and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Prospectus and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that the Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein, (f) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein, (g) that upon issue of any Shares to be sold by the Company the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof and (h) that on the date of issuance of the Shares, the Company will be able to pay its liabilities as they become due.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Prospectus and the offering of the Shares by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).

2. When issued and paid for as contemplated by the Prospectus, the Shares (as represented by the Depository Shares) will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption “Certain Tax Considerations” in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

Conyers Dill & Pearman Limited

/s/ Conyers Dill & Pearman Limited

June 18, 2018

RenaissanceRe Holdings Ltd.
12 Crow Lane
Pembroke, HM 19
Bermuda

Ladies and Gentlemen:

We have acted as counsel to RenaissanceRe Holdings Ltd., a company organized under the laws of Bermuda (the “Company”), in connection with the public offering of 10,000,000 depositary shares (the “Depository Shares”), representing an aggregate of 10,000 5.750% Series F Preference Shares, of the Company (the “Preferred Shares”). The Preferred Shares are to be deposited by the Company against delivery of a receipt executed by Computershare Inc. and Computershare Trust Company, N.A. (jointly, the “Depository”) and registered in the name of Cede & Co., pursuant to the Deposit Agreement, dated June 11, 2018 (the “Deposit Agreement”), among the Company and the Depository.

In our capacity as counsel, we have examined originals, or copies certified or otherwise identified, of (i) the registration statement on Form S-3 (File No. 333-219675) of the Company relating to Depository Shares, Preferred Shares and other securities of the Company filed with the Securities and Exchange Commission on August 3, 2017 (the “Registration Statement”) and (ii) an executed copy of the Deposit Agreement. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of certain records of the Company and certain agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others. In such examinations, we have assumed the genuineness of all signatures on original documents and the conformity to the originals of all copies submitted to us as conformed or photocopied.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Depository Shares, having the rights and restrictions set out in the Certificate of Designation, Preferences and Rights of the 5.750% Series F Preference Shares of the Company, when issued and paid for in accordance with the Underwriting Agreement, dated June 11, 2018, by and among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC and the Deposit Agreement, , will be validly issued, fully paid and non-assessable (meaning that no further sums are required to be paid by the holders thereof in connection with the issue thereof).

The opinion stated herein is subject to the following qualifications: (i) the opinion stated herein is limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or similar laws affecting creditors’ rights generally, and by general principles of equity; and (ii) the opinion stated herein is limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or similar laws affecting creditors’ rights generally, and by general principles of equity; and (iii) we have assumed that the Preference Shares have

been duly authorized by all requisite corporate action on the part of the Company, have been validly issued, and are fully paid and non-assessable, and certificates therefor have been duly executed and delivered and have been properly deposited with the Depositary in accordance with the Deposit Agreement; (iv) we have assumed that the Securities have been duly executed by one of the authorized officers of the Depositary and registered by such Depositary; and (v) we have assumed that the Deposit Agreement has been duly authorized and, to the extent not governed by New York law, executed and delivered by the parties thereto.

We are members of the bar of the State of New York, and in rendering this opinion we express no opinion as to the laws of any jurisdiction other than the laws of the State of New York.

We hereby consent to the filing of this opinion as an exhibit to the Form 8-K filed by the Company on the date hereof. Such consent does not constitute a consent under Section 7 of the Securities Act of 1933, and by giving such consent we have not certified any part of the Registration Statement or the prospectus therein and do not otherwise admit that we are within the categories of persons whose consent is required under said Section 7 or under the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

Willkie Farr & Gallagher LLP

/s/ Willkie Farr & Gallagher LLP