

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): July 11, 1997

RENAISSANCERE HOLDINGS LTD.
(Exact name of registrant as specified in charter)

Bermuda
(State or other jurisdiction
of incorporation)

34-0-26512
(Commission
File Number)

98-013-8020
(IRS Employer
Identification No.)

Renaissance House, 8-12 East Broadway
Pembroke, Bermuda
(Address of principal executive offices)

HM 19
(Zip Code)

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

Not Applicable
(Former name or former address, if changed from last report)

Item 5. Other Events

On July 11, 1997, RenaissanceRe Holdings Ltd., a Bermuda company (the "Company"), issued a press release announcing that the Company had received notice from Merrill Lynch & Co., as representative of the several underwriters of the public offering of 3,000,000 of the Company's common shares, par value \$1.00 per share (the "Common Shares"), held by certain shareholders of the Company (the "Selling Shareholders"), that the underwriters intend to exercise a portion of their over-allotment option and purchase an aggregate of 376,800 additional Common Shares (the "Option Shares") from certain of the Selling Shareholders. The closing of the sale of the Option Shares to the underwriters is scheduled to occur on July 14, 1997.

Giving effect to the sale of the Option Shares, Warburg, Pincus Investors, L.P., PT Investments, Inc., GE Investment Private Placement Partners I - Insurance, Limited Partnership and United States Fidelity and Guaranty Company will own 25.0%, 15.1%, 2.8% and 11.5%, respectively, of the Company's outstanding equity and 28.1%, 6.7%, 1.1% and 12.9%, respectively, of the Company's outstanding voting power.

A copy of the above-described Press Release is included herewith as Exhibit 99.1 and incorporated by reference herein.

Item 7. Financial Statements and Exhibits

(c) Exhibits:

Exhibit Number	Description of Exhibit
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99.1	Press Release issued by the Company, dated July 11, 1997.

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.

RENAISSANCERE HOLDINGS LTD.

/s/ Keith S. Hynes

Name: Keith S. Hynes
Title: Senior Vice President
and Chief Financial Officer

July 11, 1997

EXHIBIT INDEX

Exhibit

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99.1 Press Release of the Company, dated July 11, 1997.

RenaissanceRe Holdings Ltd.

PEMBROKE, Bermuda- July 11, 1997 - RenaissanceRe Holdings Ltd. (NYSE: RNR) today announced that underwriters led by Merrill Lynch & Co. have delivered notice to exercise a portion of their over-allotment option from the Company's recently completed secondary offering of 3,000,000 Common Shares. The underwriters intend to purchase 376,800 additional Common Shares of the Company. The 3,376,800 Common Shares sold in the offering were sold by the Company's founding institutional shareholders or their successors. The Company will not receive any of the proceeds of the offering.

The Securities and Exchange Commission declared the Company's registration statement relating to the offering effective on June 23, 1997. This press release shall not constitute an offer to sell or a solicitation to buy any of the shares to be offered, nor shall there be any sale of such shares, in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

RenaissanceRe Holdings Ltd., through its subsidiaries Renaissance Reinsurance Ltd. and Glencoe Insurance Ltd., is a global provider of reinsurance and insurance. The Company's principal product is property catastrophe reinsurance.

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CONTACT:	Keith S. Hynes	John D. Nichols, Jr.
	Senior Vice President	Vice President
	and Chief Financial Officer	(441) 295-4513
	(441) 295-4513	

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