

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(B) OR  
(G) OF THE SECURITIES EXCHANGE ACT OF 1934.

RENAISSANCERE HOLDINGS LTD.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

BERMUDA

98-013-8020

\_\_\_\_\_  
(STATE OF INCORPORATION OF  
ORGANIZATION)

\_\_\_\_\_  
(IRS EMPLOYER IDENTIFICATION NO.)

HM 12

SOFIA HOUSE  
48 CHURCH STREET  
HAMILTON, BERMUDA

\_\_\_\_\_  
(ZIP CODE)

\_\_\_\_\_  
(ADDRESS OF PRINCIPAL EXECUTIVE  
OFFICES)

(441) 295-4513

\_\_\_\_\_  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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

TITLE OF EACH CLASS TO BE SO  
REGISTERED

NAME OF EACH EXCHANGE ON WHICH EACH  
CLASS IS TO BE REGISTERED

COMMON SHARES, PAR VALUE \$1.00 PER  
SHARE

NEW YORK STOCK EXCHANGE

If this Form relates to the registration of a class of debt securities and  
is effective upon filing pursuant to General Instruction A.(c)(1), please  
check the following box.

If this Form relates to the registration of a class of debt securities and  
is to become effective simultaneously with the effectiveness of a concurrent  
registration statement under the Securities Act of 1993 pursuant to General  
Instruction A.(c)(2), please check the following box.

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

None

\_\_\_\_\_  
(Title of class)

Item 1. Description of Registrant's Securities to be Registered

The Registrant's Prospectus relating to the secondary offering of 3,000,000  
common shares, par value \$1.00 per share (the "Common Shares"), of the  
Registrant, dated February 28, 1996, contained within the Registrant's  
Registration Statement on Form S-1 (File No. 333-00802), as amended from time  
to time, is incorporated herein by reference. Reference is made specifically  
to the sections in the Prospectus captioned "Description of Capital Stock" and  
"Dividend Policy."

Item 2. Exhibits

- (a) Specimen certificate for Registrant's Common Shares.\*
- (b) Memorandum of Association of the Registrant.\*
- (c) Amended and Restated Bye-Laws of the Registrant.\*
- (d) Annual Report on Form 10-K for the Fiscal Year Ended December 31,  
1995.\*\*
- (e) Quarterly Report on Form 10-Q for the Period Ended March 31, 1996.\*\*
- (f) Definitive Proxy Statement in connection with the Registrant's  
Annual General Meeting of Shareholders held on May 6, 1996.\*\*
- (g) Annual Report to Shareholders for the fiscal year ended December 31,  
1995.\*\*

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\* Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 33-70008), which Registration Statement was declared effective by the Securities and Exchange Commission (the "Commission") on July 26, 1995.

\*\* Previously filed with the Commission. Pursuant to Instruction II to Item 2 of Form 8-A, copies of such document are being filed with the New York Stock Exchange simultaneously herewith.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

RENAISSANCERE HOLDINGS LTD.

By: /s/ Keith S. Hynes \_\_\_\_\_s  
Name: Keith S. Hynes  
Title: Senior Vice President  
and Chief Financial Officer

Dated: July 10, 1996

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