

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3 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)

96-013-8030
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

RENAISSANCE HOUSE
8-12 EAST BROADWAY
PEMBROKE HM 19
BERMUDA
(441) 295-4513
(ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JAMES N. STANARD
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
RENAISSANCE HOUSE
8-12 EAST BROADWAY
PEMBROKE HM 19
BERMUDA
(441) 295-4513
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

WITH A COPY TO:

JOHN S. D'ALIMONTE, ESQ.
WILLKIE FARR & GALLAGHER
ONE CITICORP CENTER
153 EAST 53RD STREET
NEW YORK, NEW YORK 10022
(212) 821-8000

PETER J. GORDON, ESQ.
SIMPSON THACHER & BARTLETT
425 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
(212) 455-2000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement as determined by market conditions.

If the only securities being registered on this Form are being 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, please 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 is being filed pursuant to Registration Statement No. 333-38481 (the "Registration Statement") in accordance with the Registrant's undertaking set forth in Part II, Item 17(a)(4) of the Registration Statement. Pursuant to the Registration Statement, RenaissanceRe Holdings Ltd. (the "Company") registered an aggregate of 4,600,000 Common Shares, par value \$1.00 per share (the "Shares") under the Securities Act of 1933, as amended (the "Securities Act") including up to 600,000 Common Shares issuable solely to cover the underwriters' over-allotment options, to be offered and sold on behalf of the Selling Shareholders named therein in an underwritten public offering through a group of underwriters represented in the United States by Merrill Lynch, Pierce, Fenner & Smith Incorporated, BT Alex. Brown Incorporated, Lehman Brothers Inc. and Salomon Brothers Inc and outside of the United States by Merrill Lynch International, BT Alex. Brown International, division of Bankers Trust PLC, Lehman Brothers International (Europe) and Salomon Brothers International Limited (collectively, the "Representatives").

The Securities and Exchange Commission declared the Registration Statement effective on November 17, 1997. On November 21, 1997, the Selling Shareholders sold an aggregate of 3,000,000 Shares to the Representatives. On December 8, 1997, the Representatives exercised overallotment options to purchase an additional 101,000 Shares. The Representatives have informed the Company and the Selling Shareholders that no further overallotment options will be exercised. Consequently, as of the date hereof, an aggregate of 1,499,000 Shares registered under the Securities Act pursuant to the Registration Statement have not been sold by the Selling Shareholders to the Representatives. Accordingly, the Company is filing this Post-Effective Amendment No. 1 on behalf of the Selling Shareholders to deregister such 1,499,000 Shares.

1

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

<TABLE>

<CAPTION>

EXHIBIT NO. -----	DESCRIPTION -----
<C>	<S>
1.1	Form of U.S. Underwriting Agreement.+
1.2	Form of International Underwriting Agreement.+
3.1	Amended and Restated Bye-Laws.#
4.1	Specimen Common Share certificate.*
4.2	Amended and Restated Shareholders Agreement, dated as of December 27, 1996, by and among Warburg, Pincus Investors, L.P., Trustees of General Electric Pension Trust, GE Private Placement Partners I, Limited Partnership and United States Fidelity and Guaranty Company.**
4.3	Amended and Restated Registration Rights Agreement, dated as of December 27, 1996, by and among Warburg, Pincus Investors, L.P., PT Investments Inc., GE Private Placement Partners I-Insurance, Limited Partnership and United States Fidelity and Guaranty Company.**
5.1	Opinion of Conyers, Dill & Pearman as to the legality of the Common Shares.+
8.1	Opinion of Willkie Farr & Gallagher as to certain tax matters.+
8.2	Opinion of Conyers, Dill & Pearman as to certain tax matters (included in Exhibit 5.1).+
23.1	Consent of Ernst & Young.+
23.2	Consent of Conyers Dill & Pearman (included in Exhibit 5.1).+
23.3	Consent of Willkie Farr & Gallagher (included in Exhibit 8.1).+
24.1	Power of Attorney (included in signature pages).+
99.1	Consent to be named as a Director of Dan L. Hale.+

</TABLE>

- -----

+Previously filed.

Incorporated by reference to the Registration Statement on Form S-3 (Registration No. 333-27775), which was declared effective by the Commission on June 23, 1997.

* Incorporated by reference to the Registration Statement on Form S-1 of the Company (Registration No. 33-7008) which was declared effective by the Commission on July 26, 1995.

** Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, RENAISSANCE 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, ON THE 18TH DAY OF DECEMBER, 1997.

RenaissanceRe Holdings Ltd.

/s/ James N. Stanard

By: JAMES N. STANARD
President, Chief Executive
Officer and Chairman of the
Board of Directors

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE	TITLE	DATE
/s/ James N. Stanard ----- JAMES N. STANARD	President and Chief Executive Officer and Chairman of the Board of Directors	December 18, 1997
/s/ John M. Lummis ----- JOHN M. LUMMIS	Senior Vice President and Chief Financial Officer (Principal Accounting Officer)	December 18, 1997

II-2

SIGNATURE	TITLE	DATE
* ----- ARTHUR S. BAHR	Director	December 18, 1997
* ----- THOMAS A. COOPER	Director	December , 1997
* ----- EDMUND B. GREENE	Director	December 18, 1997
* ----- DAN L. HALE	Director	December , 1997
* ----- GERALD L. IGOU	Director	December 18, 1997
* ----- KEWSONG LEE	Director	December 18, 1997
* ----- HOWARD H. NEWMAN	Director	December 18, 1997
* ----- SCOTT E. PARDEE	Director	December 18, 1997
* ----- JOHN C. SWEENEY	Director	December 18, 1997
* ----- DAVID A. TANNER	Director	December 18, 1997

*
By: _____
NAME: DUANE COOTS TITLE:
ASSISTANT SECRETARY

Authorized
Representative in
the United States

December 18,
1997

/s/ John D. Nichols, Jr.
*By: _____
JOHN D. NICHOLS, JR.
ATTORNEY-IN-FACT

December 18,
1997

II-3

EXHIBIT INDEX

<TABLE> <CAPTION>		
EXHIBIT NO. -----	DESCRIPTION -----	PAGE NO. -----
<C>	<S>	<C>
1.1	Form of U.S. Underwriting Agreement.+	
1.2	Form of International Underwriting Agreement.+	
3.1	Amended and Restated Bye-Laws.#	
4.1	Specimen Common Share certificate.*	
4.2	Amended and Restated Shareholders Agreement, dated as of December 27, 1996, by and among Warburg, Pincus Investors, L.P., Trustees of General Electric Pension Trust, GE Private Placement Partners I, Limited Partnership and United States Fidelity and Guaranty Company.**	
4.3	Amended and Restated Registration Rights Agreement, dated as of December 27, 1996, by and among Warburg, Pincus Investors, L.P., PT Investments Inc., GE Private Placement Partners I-Insurance, Limited Partnership and United States Fidelity and Guaranty Company.**	
5.1	Opinion of Conyers, Dill & Pearman as to the legality of the Common Shares.+	
8.1	Opinion of Willkie Farr & Gallagher as to certain tax matters.+	
8.2	Opinion of Conyers, Dill & Pearman as to certain tax matters (included in Exhibit 5.1).+	
23.1	Consent of Ernst & Young.+	
23.2	Consent of Conyers Dill & Pearman (included in Exhibit 5.1).+	
23.3	Consent of Willkie Farr & Gallagher (included in Exhibit 8.1).+	
24.1	Power of Attorney (included in signature pages).+	
99.1	Consent to be named as a Director of Dan L. Hale.+	

</TABLE>

- - - - -

+Previously filed.

Incorporated by reference to the Registration Statement on Form S-3 (Registration No. 333-27775), which was declared effective by the Commission on June 23, 1997.

* Incorporated by reference to the Registration Statement on Form S-1 of the Company (Registration No. 33-7008) which was declared effective by the Commission on July 26, 1995.

** Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996.