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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 10, 2010**

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**RenaissanceRe Holdings Ltd.**

(Exact name of registrant as specified in its charter)

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**Bermuda**  
(State or other jurisdiction  
of incorporation)

**001-14428**  
(Commission  
File Number)

**98-014-1974**  
(IRS Employer  
Identification No.)

**Renaissance House  
12 Crow Lane, 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 since last report)

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On August 11, 2010, the Board of Directors (the “Board”) of RenaissanceRe Holdings Ltd. (the “Company”) announced that William F. Hecht will retire from the Board, effective August 11, 2010. In order to fill the vacancy created by Mr. Hecht’s departure, the Board has appointed Edward J. Zore, as a Class III director, effective August 11, 2010. Mr. Zore has been appointed by the Board to its Audit Committee.

In connection with his appointment, Mr. Zore will enter into a director retention agreement with the Company pursuant to the Form of Director Retention Agreement, which was previously filed as Exhibit 10.38 to the Company’s Annual Report on Form 10-K, dated March 31, 2003, which is incorporated herein by reference. The director retention agreement requires the Company to indemnify Mr. Zore to the fullest extent permitted by Bermuda law, except in certain limited circumstances.

On August 10, 2010, the Compensation and Corporate Governance Committee (the “Committee”) of the Board determined that Mr. Zore, in accordance with the Company’s previously disclosed compensation program for non-employee directors, will receive:

(i) a 2010 annual retainer of \$60,000 cash, awarded on a prorated basis (such that Mr. Zore’s total cash retainer for 2010 is \$30,000);

(ii) a 2010 per meeting fee of \$3,000 cash; and

(iii) a grant of shares of RenaissanceRe Holdings Ltd. restricted stock having, at the time of grant, an aggregate fair market value of \$55,000 representing a prorated portion of the annual restricted stock grant awarded to directors at the beginning of each Board year consistent with our director compensation program, vesting ratably over a three-year period on the anniversary date of Mr. Zore’s appointment to the Board.

The restricted stock grant to Mr. Zore will be made pursuant to the Amended and Restated RenaissanceRe Holdings Ltd. Non-Employee Director Stock Plan, and the form of restricted stock grant agreement which was previously filed as Exhibit 10.3 to the Company’s Current Report on Form 8-K, dated February 27, 2006, which is incorporated herein by reference. In accordance with the Company’s policies, the restricted stock grant to Mr. Zore will be made on the third business day following the release date of the Company’s financial results for the third fiscal quarter of 2010.

The Company’s press release, issued August 11, 2010, announcing the retirement of Mr. Hecht and the appointment of Mr. Zore is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

(e) On August 10, 2010, the Committee adopted, and the Board ratified the Committee’s adoption of, an amendment to the Company’s 2001 Stock Incentive Plan (the “Plan”). This amendment to the Plan removes the Company’s ability to issue reload options under the Plan and provides that the exercise price applicable to options granted pursuant to the Plan may not be less than the fair market value (as defined in the Plan) of the underlying shares on the date of grant. A copy of the amendment is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

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<u>Exhibit #</u>	<u>Description</u>
10.1	Amendment to the 2001 Stock Incentive Plan
99.1*	Copy of the Company’s press release, issued August 11, 2010

\* Exhibit 99.1 is being furnished to the SEC pursuant to Item 5.02 and is not being filed with the SEC. Therefore, this exhibit is not incorporated by reference in any of the registrant’s other SEC filings.

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**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: August 13, 2010

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: SVP, General Counsel & Corporate Secretary

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## INDEX TO EXHIBITS

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**AMENDMENT NO. 5  
TO THE  
RENAISSANCERE HOLDINGS LTD.  
2001 STOCK INCENTIVE PLAN**

This Amendment No. 5 (the "Amendment") to the RenaissanceRe Holdings Ltd. 2001 Stock Incentive Plan, as amended and restated effective June 1, 2002, and subsequently amended (the "Plan"), is made effective as of this 10<sup>th</sup> day of August 2010.

WHEREAS, RenaissanceRe Holdings Ltd. (the "Company") maintains the Plan; and

WHEREAS, pursuant to Section 13 of the Plan, the Plan may be amended by either the Company's Board of Directors (the "Board") or the Compensation and Corporate Governance Committee of the Board (the "Committee"); and

WHEREAS, the Committee believes it to be in the best interests of the Company to amend the Plan to disallow future grants of reload options or discounted stock options.

NOW, THEREFORE, the Plan is hereby amended as follows:

1. By deleting Section 2(v) in its entirety and replacing it with the following:  
"[Intentionally Omitted]";
2. By deleting Section 7(g) in its entirety; and
3. By deleting the first sentence of Section 7(a) in its entirety and replacing it with the following:  
The exercise price ("Option Price") per share of Stock for each Option shall be set by the Committee at the time of grant, but shall not be less than the Fair Market Value of a share of Stock at the Date of Grant.

Except as modified by this Amendment, all of the terms and conditions of the Plan shall remain valid and in full force and effect.

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*[Remainder of page intentionally left blank.]*

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IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company, has executed this instrument as of the 10<sup>th</sup> day of August 2010, on behalf of the Committee.

RENAISSANCERE HOLDINGS LTD.

By: /s/ Peter C. Durhager  
Name: Peter C. Durhager  
Title: Executive Vice President

**Edward J. Zore to Join RenaissanceRe Board of Directors**

PEMBROKE, Bermuda — RenaissanceRe Holdings Ltd. (NYSE:RNR) announced today that William F. Hecht, 67, who has served as a member of the Board since November 2001, will retire as a Director and that Edward J. Zore, the recently retired Chairman and Chief Executive Officer of The Northwestern Mutual Life Insurance Company, will join the Board effective August 11, 2010.

Neill A. Currie, Chief Executive Officer, said, “We are indebted to Bill for the guidance he has provided over the decade and for his significant contribution to our growth and development. We look forward to the new insights that Ed will bring to the boardroom, after a career of leadership and achievement at Northwestern Mutual.”

W. James MacGinnitie, Chairman, added, “On behalf of the entire Board of Directors of RenaissanceRe, I thank Bill for his years of service and expertise. I’d also like to welcome Ed, whose experience and financial expertise will contribute greatly to the stewardship of the organization on behalf of all of its shareholders.”

Edward J. Zore, 65, has served in a variety of capacities at Northwestern Mutual, principally as Chairman (March 2009 to July 2010), as Chief Executive Officer (June 2001 to June 2010), and as President (March 2000 to March 2009). Mr. Zore currently serves on the Northwestern Mutual Board of Trustees. He joined the Northwestern Mutual investment department in 1969, and also served as the company’s Executive Vice President, Chief Financial Officer, Chief Investment Officer, and as a director of Northwestern Mutual Series Fund, Inc. Mr. Zore is a member of the Board of Directors of Manpower Inc., and chairs its Audit Committee. He is a former chairman of the board of the American Council of Life Insurers, and former honorary board member of the Million Dollar Round Table Foundation. Mr. Zore obtained his B.A. and M.A. in Economics from the University of Wisconsin–Milwaukee.

RenaissanceRe Holdings Ltd. is a global provider of reinsurance and insurance. The Company’s business consists of two segments: (1) Reinsurance, which includes catastrophe reinsurance, specialty reinsurance, its Lloyd’s operations and certain joint ventures and other investments managed by the Company’s subsidiary RenaissanceRe Ventures Ltd., and (2) Insurance, which principally includes primary insurance.

**CONTACT:**

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Director of Investor Relations

or

Media:

Kekst and Company

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