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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): March 19, 2015**

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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**  
(I.R.S. Employer  
Identification No.)

**Renaissance House**  
**12 Crow Lane**  
**Pembroke, HM19 Bermuda**  
(Address of principal executive office)

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

**Not Applicable**  
(Former name or 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 8.01 Other Events.**

On March 19, 2015, RenaissanceRe Holdings Ltd. (the “Company”) issued a press release announcing that its subsidiary, RenaissanceRe Finance Inc. (“RRFI”), priced an underwritten public offering of \$300 million aggregate principal amount of 3.700% Senior Unsecured Fixed Rate Notes due 2025 (the “Offering”). On February 25, 2015, the Company and Barclays Bank PLC entered into a credit agreement pursuant to which Barclays Bank PLC made a term loan to the Company in the aggregate principal amount of \$300,000,000. The term loan was used to finance a portion of the cash consideration payable by the Company in the acquisition of Platinum Underwriters Holdings, Ltd. Through a series of intercompany transactions, including a loan from RRFI to the Company, the net proceeds from the Offering will be applied by the Company to repay, together with cash on hand, the term loan. The press release announcing the pricing of the Offering is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

The following exhibits are filed as part of this report:

<u>Exhibit #</u>	<u>Description</u>
99.1	Press Release, dated March 19, 2015

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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.

**RENAISSANCERE HOLDINGS LTD.**

Date: March 20, 2015

By: /s/ Stephen H. Weinstein  
Name: Stephen H. Weinstein  
Title: Senior Vice President, General Counsel & Corporate Secretary

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INDEX TO EXHIBITS

<u>Exhibit #</u>	<u>Description</u>
99.1	Press Release, dated March 19, 2015



***RenaissanceRe Holdings Ltd. Announces Pricing of \$300 Million Senior Note Offering by Subsidiary***

**PEMBROKE, Bermuda, March 19, 2015**— RenaissanceRe Holdings Ltd. (NYSE:RNR) announced today that its subsidiary, RenaissanceRe Finance Inc., has agreed to sell in an underwritten public offering \$300 million aggregate principal amount of 3.700% Senior Notes due 2025. The notes are guaranteed by RenaissanceRe Holdings Ltd. The Company expects to close the offering on or about March 24, 2015, subject to customary closing conditions.

RenaissanceRe Holdings Ltd. intends to use the net proceeds from the offering to repay the \$300 million term loan which was put in place to finance a portion of the cash consideration payable by RenaissanceRe in the acquisition of Platinum Underwriters Holdings, Ltd. We expect the senior notes to be rated A3 by Moody's Investors Service and A by Standard & Poor's.

Morgan Stanley & Co. LLC and Barclays Capital Inc. served as joint book-running managers; Wells Fargo Securities, LLC and Citigroup Global Markets Inc. served as joint lead managers; and HSBC Securities (USA) Inc. served as a senior co-manager for the offering.

The notes are being offered pursuant to an effective shelf registration statement that has been filed with the Securities and Exchange Commission ("the SEC"). This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer, or solicitation to buy, if at all, will be made solely by means of a prospectus and related prospectus supplement filed with the SEC. You may obtain these documents without charge from the SEC at [www.sec.gov](http://www.sec.gov). Alternatively, you may request copies of these materials from the joint book-running managers by contacting Morgan Stanley & Co. LLC at 1-866-718-1649 or Barclays Capital Inc. at 1-888-603-5847.

RenaissanceRe Holdings Ltd. is a global provider of reinsurance and insurance. The Company's business consists of three reportable segments: (1) Catastrophe Reinsurance, which includes catastrophe reinsurance and certain property catastrophe joint ventures managed by the Company's ventures unit; (2) Specialty Reinsurance, which includes specialty reinsurance and certain specialty joint ventures managed by the Company's ventures unit; and (3) Lloyd's, which includes reinsurance and insurance business written through RenaissanceRe Syndicate 1458.

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Cautionary Statement under “Safe Harbor” Provisions of the Private Securities Litigation Reform Act of 1995: Statements made in this press release contain information about the Company’s future business prospects. These statements may be considered “forward-looking.” These statements are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by such forward-looking statements. For further information regarding cautionary statements and factors affecting future results, please refer to RenaissanceRe Holdings Ltd.’s filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2014.

Investor Contact:

RenaissanceRe Holdings Ltd.

Rohan Pai, 441-295-4513

Director – Corporate Finance

or

Media Contact:

Kekst and Company

Peter Hill or Dawn Dover, 212-521-4800