
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3

**Post-Effective Amendment No. 2 To
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)

98-0141974

(I.R.S. Employer
Identification Number)

RENAISSANCE HOUSE

12 CROW LANE

PEMBROKE HM 19

BERMUDA

(441) 295-4513

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

RENAISSANCERE FINANCE INC.

140 BROADWAY

SUITE 4200

NEW YORK, NY 10005

(212) 238-9600

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

RENAISSANCERE FINANCE INC.

(Exact name of Registrant as specified in its certificate of incorporation)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

68-0650983

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

140 BROADWAY

SUITE 4200

NEW YORK, NY 10005

(212) 238-9600

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

RENAISSANCERE FINANCE INC.

140 BROADWAY

SUITE 4200

NEW YORK, NY 10005

(212) 238-9600

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

RENAISSANCERE CAPITAL TRUST II

(Exact name of Registrant as specified in its certificate of trust)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

42-6625345

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

C/O RENAISSANCERE FINANCE INC.

140 BROADWAY

SUITE 4200

NEW YORK, NY 10005

(212) 238-9600

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

RENAISSANCERE FINANCE INC.

140 BROADWAY

SUITE 4200

NEW YORK, NY 10005

(212) 238-9600

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

RENRE NORTH AMERICA HOLDINGS INC.

(Exact name of registrant as specified in its certificate of incorporation)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

51-0382090

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

**C/O RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

**RENAISSANCERE FINANCE INC.
140 BROADWAY
SUITE 4200
NEW YORK, NY 10005
(212) 238-9600**
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

COPIES TO:

**STEPHEN H. WEINSTEIN, ESQ.
SENIOR VICE PRESIDENT, GROUP GENERAL COUNSEL,
CORPORATE SECRETARY
AND CHIEF COMPLIANCE OFFICER
RENAISSANCERE HOLDINGS LTD.
RENAISSANCE HOUSE
12 CROW LANE,
PEMBROKE HM 19
BERMUDA
(441) 295-4513**

**SEAN M. EWEN, ESQ.
WILLKIE FARR & GALLAGHER LLP
787 SEVENTH AVENUE
NEW YORK, NY 10019
(212) 728-8867**

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not Applicable.

If the only securities being registered on this Form are to be 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, 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, 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☐

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3, which was originally filed with the Securities and Exchange Commission on August 3, 2017 by the Registrants (Registration No. 333-219675, as amended by Post-Effective Amendment No. 1, filed with the SEC on August 1, 2018) (the “2017 Registration Statement”) to register the sale of up to \$750,000,000 worth of the Registrants’ common shares, preference shares, depositary shares, debt securities, warrants to purchase common shares, preference shares or debt securities, share purchase contracts, share purchase units, units, preferred securities and guarantees (collectively, the “Securities”), is being filed to deregister all of the Securities not yet issued under the 2017 Registration Statement.

On May 23, 2019, the Registrants filed an updated registration statement on Form S-3. As a result, the offering of Securities under the 2017 Registration Statement has been terminated and the Registrants desire to remove from registration all Securities registered pursuant to the 2017 Registration Statement which remain unsold as of the date hereof.

Accordingly, pursuant to the undertaking contained in the 2017 Registration Statement to remove from registration by means of a post-effective amendment any of the Securities that remain unsold at the termination of the offering, the Registrants hereby amend the 2017 Registration Statement by deregistering all Securities that were registered but unsold under the 2017 Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe 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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 23rd day of May, 2019.

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein

Stephen H. Weinstein
Senior Vice President, Group General
Counsel, Corporate Secretary and Chief Compliance
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons, in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Kevin J. O'Donnell	Chief Executive Officer, President and Director (Principal Executive Officer)	May 23, 2019
* Robert Qutub	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 23, 2019
* James C. Fraser	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 23, 2019
* James L. Gibbons	Non-Executive Chair of the Board of Directors	May 23, 2019
* David C. Bushnell	Director	May 23, 2019
* Brian G. J. Gray	Director	May 23, 2019
* Jean D. Hamilton	Director	May 23, 2019
* Duncan P. Hennes	Director	May 23, 2019
* Henry Klehm, III	Director	May 23, 2019

Signature	Title	Date
* Valerie Rahmani	Director	May 23, 2019
* Carol P. Sanders	Director	May 23, 2019
* Anthony M. Santomero	Director	May 23, 2019
 Cynthia Trudell	Director	May 23, 2019
 *By: <u>/s/ Stephen H. Weinstein</u> Attorney-in-Fact		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Finance Inc. 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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 23rd day of May, 2019.

RENAISSANCERE FINANCE INC.

By: *

Name: Robert Qutub

Title: Executive Vice President and
Chief Financial Officer

*By: /s/ Stephen H. Weinstein

Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Capital Trust II 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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 23rd day of May, 2019.

RENAISSANCERE CAPITAL TRUST II

By: RenaissanceRe Holdings Ltd., as Depositor

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: Senior Vice President, Group General Counsel,
Corporate Secretary and Chief Compliance Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe North America Holdings Inc. 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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 23rd day of May, 2019.

**RENAISSANCERE NORTH AMERICA
HOLDINGS INC.**

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: Senior Vice President, General Counsel and
Secretary