

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 20, 1997

RENAISSANCERE HOLDINGS LTD.

(Exact name of registrant as specified in charter)

BERMUDA
(State or other jurisdiction
of incorporation)

34-0-26512
(Commission
File Number)

98-013-8020
(IRS Employer
Identification No.)

RENAISSANCE HOUSE, 8-12 EAST BROADWAY
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 from last report)

ITEM 5. OTHER EVENTS

On May 20, 1997, RenaissanceRe Holdings Ltd. (the "Company") issued a press release announcing that it is contemplating filing a registration statement on Form S-3 with the Securities and Exchange Commission for the sale (the "Offering") of approximately 3,000,000 Common Shares, par value \$1.00 per share (the "Common Shares), of the Company in an underwritten secondary offering, subject to market conditions, at the request of the Company's initial institutional investors. All of the Common Shares to be sold in the contemplated Offering will be sold by the Company's initial institutional investors.

The press release referred to above is included herewith as Exhibit 99.1 and is incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits:

99.1 Press Release issued by the Company, dated May 20, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RENAISSANCERE HOLDINGS LTD.

/s/ Keith S. Hynes

Name: Keith S. Hynes

Title: Senior Vice President and Chief Financial
Officer

May 20, 1997

EXHIBIT INDEX

Exhibit

99.1 Press Release issued by the Company, dated May 20, 1997.

PEMBROKE, Bermuda--May 20, 1997--RenaissanceRe Holdings Ltd. (NYSE: RNR) announced today that it is contemplating filing a registration statement with the Securities and Exchange Commission for the sale of approximately 3,000,000 Common Shares in an underwritten secondary offering, subject to market conditions, at the request of the Company's initial institutional investors. All of the Common Shares to be sold in the contemplated offering will be sold by the Company's initial institutional investors.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any Common Shares. Offers of Common Shares, if any, in connection with the contemplated offering shall be made only by means of a prospectus contained in a registration statement to be filed by the Company with the Securities and Exchange Commission.

RenaissanceRe Holdings Ltd., through its subsidiaries Renaissance Reinsurance Ltd. and Glencoe Insurance Ltd., is a global provider of insurance and reinsurance. The Company's principal product is property catastrophe reinsurance.

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|----------|-----------------------------|--------------------------|
| CONTACT: | Keith S. Hynes | John D. Nichols, Jr. |
| | Senior Vice President | Assistant Vice President |
| | and Chief Financial Officer | and Treasurer |
| | (441) 295-4513 | (441) 295-4513 |

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