

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

**FORM S-8
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 or
incorporation or organization)

98-0141974
(I.R.S. Employer
Identification No.)

Renaissance House
12 Crow Lane
Pembroke HM 19
Bermuda
(Address of Principal Executive Offices)

RenaissanceRe Holdings Ltd.
First Amended and Restated 2016 Long-Term Incentive Plan
(Full title of the plan)

RenaissanceRe Finance Inc.
140 Broadway
Suite 4200
New York, NY 10005
(212) 238-9600
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Sean M. Ewen, Esq.
Michael A. Katz, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

Shannon Lowry Bender, Esq.
Senior Vice President, Group General Counsel and
Corporate Secretary
RenaissanceRe Holdings Ltd.
12 Crow Lane
Pembroke HM 19
Bermuda
(441) 295-4513

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
Emerging growth company

Accelerated filer
Smaller reporting 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by RenaissanceRe Holdings Ltd. (the “Registrant”) to register an additional 1,185,092 common shares, par value \$1.00 per share (“Common Shares”), of the Registrant, which may be issued under the Registrant’s First Amended and Restated 2016 Long-Term Incentive Plan (the “Plan”), which was amended and restated on February 4, 2022 to, among other things, increase the number of Common Shares reserved for issuance thereunder, which amendment and restatement has been approved by the Registrant’s shareholders.

Pursuant to the Registration Statement on Form S-8 (Registration No. 333-211398) filed by the Registrant on May 16, 2016 (the “Prior Registration Statement”), the Registrant previously registered an aggregate of 1,875,000 Common Shares (as adjusted to reflect all stock splits and stock dividends to date). The additional Common Shares being registered by this Registration Statement are of the same class as those securities registered on the Prior Registration Statement and represent an increase in the total shares available for issuance under the Plan by 925,000 and 260,092 additional shares that became available for issuance under the Plan as a result of the expiration, cancellation, forfeiture, settlement in cash or other termination of awards under the Registrant’s 2001 Stock Incentive Plan or the Registrant’s 2010 Performance Based Equity Incentive Plan without delivery to the grantee of the full number of Common Shares to which the awards related. The contents of the Prior Registration Statement, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof or otherwise, are incorporated herein by reference in accordance with General Instruction E to Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference

The following documents, filed with the Securities and Exchange Commission (the “Commission”) by the Registrant, are incorporated by reference into this Registration Statement:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on February 4, 2022;
- (b) the Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2022, filed with the Commission on May 4, 2022;
- (c) the Registrant’s Current Reports on Form 8-K, filed with the Commission on [February 8, 2022](#) and [May 17, 2022](#), and the Registrant’s amended Current Report on Form 8-K/A, filed with the Commission on [February 4, 2022](#); and
- (d) the description of the Common Shares contained in the Registrant’s Registration Statement on Form 8-A (File No. 00026512), filed with the Commission on July 24, 1995, including any amendment or report filed with the Commission for the purpose of updating such description.

In addition, all documents, reports and definitive proxy or information statements filed by the Registrant with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents with the Commission; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are “furnished” and not “filed” in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement unless the Registrant expressly provides to the contrary that such document or information is incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement except as so modified or superseded.

Item 8. Exhibits

The following Exhibits are filed as part of this Registration Statement:

Exhibit Number	Description
5.1	<u>Opinion of Conyers Dill & Pearman Limited (filed herewith)</u>
23.1	<u>Consent of Ernst & Young Ltd. (filed herewith)</u>
23.2	<u>Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on signature page of this Registration Statement)</u>
99.1	<u>RenaissanceRe Holdings Ltd. First Amended and Restated 2016 Long-Term Incentive Plan, incorporated by reference to Appendix B to RenaissanceRe Holdings Ltd.'s Definitive Proxy Statement, filed with the Commission on March 28, 2022</u>
107	<u>Filing Fee Table (filed herewith)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pembroke, Bermuda, on the 17th day of May, 2022.

RENAISSANCERE HOLDINGS LTD.

By: /s/ Kevin J. O'Donnell
Kevin J. O'Donnell
President, Chief Executive Officer and Director

POWER OF ATTORNEY

The undersigned officers and directors of RenaissanceRe Holdings Ltd. hereby severally constitute and appoint Robert Qutub, James C. Fraser, Shannon L. Bender and Molly E. Gardner, and each of them, attorneys-in-fact for the undersigned, in any and all capacities, with the power of substitution, to sign any amendments to this Registration Statement (including post-effective amendments) and any subsequent registration statement for offerings under this Registration Statement which may be filed pursuant to Rule 462(b) under the Securities Act, and to file the same with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all interests and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
By: <u>/s/ Kevin J. O'Donnell</u> Kevin J. O'Donnell	President, Chief Executive Officer and Director (Principal Executive Officer)	May 17, 2022
By: <u>/s/ Robert Qutub</u> Robert Qutub	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 17, 2022
By: <u>/s/ James C. Fraser</u> James C. Fraser	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 17, 2022
By: <u>/s/ James L. Gibbons</u> James L. Gibbons	Director	May 17, 2022
By: <u>/s/ David C. Bushnell</u> David C. Bushnell	Director	May 17, 2022
By: <u>/s/ Brian G. J. Gray</u> Brian G. J. Gray	Director	May 17, 2022
By: <u>/s/ Shyam Gidumal</u> Shyam Gidumal	Director	May 17, 2022
By: <u>/s/ Duncan P. Hennes</u> Duncan P. Hennes	Director	May 17, 2022
By: <u>/s/ Henry Klehm III</u> Henry Klehm III	Director	May 17, 2022
By: <u>/s/ Valerie Rahmani</u> Valerie Rahmani	Director	May 17, 2022

Name	Title	Date
By: <u>/s/ Carol P. Sanders</u> Carol P. Sanders	Director	May 17, 2022
By: <u>/s/ Anthony M. Santomero</u> Anthony M. Santomero	Director	May 17, 2022
By: <u>/s/ Cynthia Trudell</u> Cynthia Trudell	Director	May 17, 2022

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement in the City of Pembroke, Bermuda, on May 17, 2022.

AUTHORIZED U.S. REPRESENTATIVE

By: /s/ Robert Qutub

Robert Qutub
Executive Vice President and
Chief Financial Officer
RenaissanceRe Finance Inc.

CONYERS

CONYERS DILL & PEARMAN LIMITED

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda

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conyers.com

17 May 2022

Matter No.: 353305
Doc Ref: - Legal – 20962062
+1 441 299 4968
Jennifer.Panchaud@conyers.com

RenaissanceRe Holdings Ltd.
Renaissance House
12 Crow Lane
Pembroke HM 19
Bermuda

Dear Sirs

RenaissanceRe Holdings Ltd. (the “Company”)

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on 17 May 2022 (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of 1,185,092 common shares, par value US\$1.00 per share (the “**Common Shares**”), issuable pursuant to the RenaissanceRe Holdings Ltd. First Amended and Restated 2016 Long-Term Incentive Plan (the “**Plan**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

1. DOCUMENTS REVIEWED

For the purposes of giving this opinion, we have examined electronic copies of the following documents:

- 1.1. the Registration Statement; and
- 1.2. the Plan.

We have also reviewed:

- 1.3. the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on 17 May 2022;

- 1.4. minutes of a meeting of its directors held on 4 February 2022 and minutes of a meeting of its members held on 16 May 2022, each certified by the Secretary of the Company on 17 May 2022 (together, the “**Resolutions**”); and
- 1.5. such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

2. ASSUMPTIONS

We have assumed:

- 2.1. the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken;
- 2.2. that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention;
- 2.3. the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us;
- 2.4. that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended;
- 2.5. that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein;
- 2.6. that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein;
- 2.7. that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof;
- 2.8. that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued common shares;
- 2.9. that the Company’s shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended, and the consent to the issue and free transfer of the Common Shares given by the Bermuda Monetary Authority dated 7 July 2000 will not have been revoked or amended at the time of issuance of any Common Shares.

3. QUALIFICATIONS

- 3.1. We express no opinion with respect to the issuance of shares pursuant to any provision of the Plan that purports to obligate the Company to issue shares following the commencement of a winding up or liquidation.

- 3.2. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda.
- 3.3. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda.
- 3.4. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.
- 3.5. Any provision of a document governed by Bermuda law expressly or impliedly providing that certain statements, calculations and/or certificates will be conclusive and binding may not be effective if such statements, calculations or certificates are incorrect on their face or fraudulent and will not necessarily prevent judicial enquiry into the merits of a claim of an aggrieved party. In addition, a document governed by Bermuda law guaranteeing or securing obligations under another document which may be amended in the future may not be enforceable in the event of such an amendment if the amendment was not within the original contemplation of the parties to the first document. The question of whether any provisions of a document governed by Bermuda law which may be illegal, invalid or ineffective may be severed from the other provisions of such document would be determined by the courts at their discretion.

4. OPINION

On the basis of and subject to the foregoing, we are of the opinion that:

- 4.1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda governmental authority under the Companies Act 1981, or to pay any Bermuda government fee or tax, which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
- 4.2. When issued and paid for in accordance with the terms of the Plan, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman Limited

Conyers Dill & Pearman Limited



Ernst & Young Ltd.
3 Bermudiana Road
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P.O. Box HM 463
Hamilton HM BX
Bermuda

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the First Amended and Restated 2016 Long-Term Incentive Plan of RenaissanceRe Holdings Ltd. of our reports dated February 4, 2022, with respect to the consolidated financial statements of RenaissanceRe Holdings Ltd., and the effectiveness of internal control over financial reporting of RenaissanceRe Holdings Ltd. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Ltd.

Hamilton, Bermuda

May 17, 2022

A member firm of Ernst & Young Global Limited

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee (3)
Common shares, par value \$1.00 per share	1,185,092	\$144.91	\$171,731,681.72	\$15,919.53

- (1) This amount represents 925,000 additional common shares, par value \$1.00 per share (“Common Shares”), of RenaissanceRe Holdings Ltd. (the “Registrant”) that were added to the number of Common Shares that may be issued under the Registrant’s First Amended and Restated 2016 Long-Term Incentive Plan (the “Plan”) and 260,092 additional Common Shares that became issuable under the Plan as a result of awards under the Registrant’s 2001 Stock Incentive Plan or the Registrant’s 2010 Performance Based Equity Incentive Plan that expired or were canceled, forfeited, settled in cash or otherwise terminated without delivery to the grantee of the full number of Common Shares to which the awards related. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) also covers an indeterminable number of additional Common Shares as may hereafter be offered or issued pursuant to the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration.
- (2) Estimated solely for calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act, based upon the average of the high and low prices per share of the Common Shares on May 10, 2022, as reported by The New York Stock Exchange.
- (3) The registration fee is calculated only with respect to the additional securities registered on this Registration Statement. The existing securities issuable under the Plan were previously registered, and the correlating registration fee paid, by the Registrant on the registration statement on Form S-8 filed with the United States Securities and Exchange Commission on May 16, 2016 (File No. 333-211398).