

UNITED STATES  
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): June 30, 2006

**RenaissanceRe Holdings Ltd.**

(Exact name of registrant as specified in its charter)

<b>Bermuda</b>	<b>34-0-26512</b>	<b>98-014-1974</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
Renaissance House 8-20 East Broadway, Pembroke Bermuda	HM 19	
(Address of principal executive offices)	(Zip Code)	

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

**Not Applicable**

(Former name or former address, if changed since last report)

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

In connection with the end of the contractual term of employment of John M. Lummis disclosed in Item 5.02 of this Current Report on Form 8-K, RenaissanceRe Holdings Ltd. (the "Company") entered into a letter agreement with Mr. Lummis dated June 30, 2006, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

As previously announced, on June 30, 2006, the contractual term of employment expired of Mr. John M. Lummis, formerly the Company's Executive Vice President, Chief Financial Officer and Chief Operating Officer. Mr. Fred R. Donner, most recently the Senior Audit Partner and National Insurance Practice Leader of KMPG LLP, is succeeding Mr. Lummis as Executive Vice President and Chief Financial Officer. The information required by this Item 5.02 was previously disclosed in the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on May 26, 2006, and is incorporated herein by reference.

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

(c) Exhibits.

The following exhibits are filed as part of this report:

Exhibit #	Description
10.1	Letter Agreement, dated June 30, 2006, by and between RenaissanceRe Holdings Ltd. and John M. Lummis

**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: July 5, 2006

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: General Counsel, Corporate

Secretary & Chief Compliance Officer

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Exhibit #	Description
10.1	Letter Agreement, dated June 30, 2006, by and between RenaissanceRe Holdings Ltd. and John M. Lummis

RenaissanceRe Holdings Ltd.  
Renaissance House  
East Broadway  
Hamilton, Bermuda

As of June 30, 2006

Mr. John M. Lummis  
“Soncy”  
7 Point Shares Road  
Pembroke, HM 06 Bermuda

Dear John:

This letter confirms the expiration of your contract term, and the related expiration of your service in your positions with RenaissanceRe Holdings Ltd. and its subsidiary companies (the “Company”), effective as of June 30, 2006 (the “Termination Date”).

The Company will pay your accrued salary through the Termination Date, subject to any applicable withholding for payroll, social insurance and other applicable tax obligations.

For the six-month period following the Termination Date, you and your eligible dependants have elected to continue to participate in the Company's health and dental plans on the same terms as which you and they participated immediately prior to the Termination Date (including Company payment of premiums). Following such six-month period, you may elect to continue to have you and your eligible dependants participate in such plans, at your cost, for a subsequent six-month period. In any event, however, your eligibility and that of your eligible dependants to participate in such plans will cease if you become eligible for coverage under a health plan of a new employer.

You may elect to maintain access to the Company car assigned to you until August 30, 2006, after which, pursuant to our consistent practices, you may either return it to the Company or retain it as your own upon remittance to us of the repurchase price determined under the Company's formula for computing repurchase price, in a manner consistent with our past practice. In addition, in connection with your relocation we will reimburse you for (x) two round trip flights for you and members of your family in connection with your family's return to the United States, which trips may be effected in accordance with the Company's current home leave policies for executives at your level; and (y) the reasonable costs of repatriating your family's personal belongings; provided in each case that such transition is completed by August 30, 2006.

You will retain the vested portion of your pension plan account. You also may convert your plan account to an account under a new employer's pension plan. The amount distributed will equal the market value of your vested account balance on the date of distribution. Sarai Saints (297-9752) is in the process of obtaining the final balance in this account, and you should follow up with her to finalize this matter. We call to your attention that you should be mindful of the dates by which you are required to exercise your vested options, or forfeit them under the terms of our stock incentive plans.

You should return all other Company-issued property in your possession, if any, by or about the Termination Date.

Very truly yours,

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein  
Title: Senior Vice President  
and General Counsel

AGREED AND ACCEPTED:

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/s/ John M. Lummis  
John M. Lummis

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June 30, 2006  
Date

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