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RENAISSANCERE HOLDINGS LTD

Form 8-K

January 31, 2003

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): January 28, 2003

RENAISSANCERE HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Bermuda

34-0-26512

98-013-8020

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

Renaissance House
8-12 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)

ITEM 5. OTHER EVENTS.

On January 28, 2003, RenaissanceRe Holdings Ltd. (the "Company") entered into an Underwriting Agreement covering the issue and sale by the Company of \$100,000,000 aggregate principal amount of its 5.875% Senior Notes due 2013 (the "Notes"), a copy of which is attached to this Form 8-K and filed herewith under Item 7 as Exhibit 1.1. The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statements (Registration Statement Nos. 333-70528 and 333-83308) of the Company.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

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- 1.1 Underwriting Agreement, dated January 28, 2003, among the Company and Banc of America Securities LLC, as the Representative for itself and the Underwriters named in Schedule II thereto.
- 4.1 Indenture, dated as of July 1, 2001, between the Company, as Issuer, Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company), as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated July 12, 2001).
- 4.2 Second Supplemental Indenture, dated as of January 31, 2003, to the Indenture, dated as of July 1, 2001, by and between the Company, as Issuer, and Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company), as Trustee.
- 12.1 Computation of ratio of earnings to fixed charges.

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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: January 31, 2003

By: /s/ Stephen H. Weinstein

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

INDEX TO EXHIBITS

| Exhibit Number | Description of Exhibit |
|----------------|---|
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12.1

Computation of ratio of earnings to fixed charges.