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RENAISSANCERE HOLDINGS LTD

Form 8-K

February 04, 2003

WF&G DRAFT
01/31/03

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): January 30, 2003

RENAISSANCERE HOLDINGS LTD.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of incorporation)

34-0-26512
(Commission File Number)

Renaissance House
8-12 East Broadway, Pembroke
Bermuda
(Address of principal executive offices)

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 30, 2003, RenaissanceRe Holdings Ltd. (the "Company") entered into an Underwriting Agreement covering the issue and sale by the Company of 4,000,000 7.30% Series B Preference Shares (the "Shares"), a copy of which is attached to this Form 8-K and filed herewith under Item 7 as Exhibit 1.1. The Shares were registered under the Securities Act of 1933, as amended, pursuant to the Registration Statement on Form S-3 (Reg. No. 333-83308) of the Registrant.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

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

The following exhibits are filed as part of this report:

- 1.1 Underwriting Agreement, dated January 30, 2003, by and

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between the Company and Salomon Smith Barney Inc., as the Representative for the Underwriters named in Schedule II thereto.

- 4.1 Form of Share Certificate evidencing the Shares.
- 4.2 Certificate of Designation, Preferences and Rights of the Shares.

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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: February 3, 2003

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

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
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