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RENAISSANCERE HOLDINGS LTD  
Form 8-K  
March 18, 2004

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): March 16, 2004

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

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

ITEM 5. OTHER EVENTS.

On March 16, 2004, RenaissanceRe Holdings Ltd. (the "Company") entered into an Underwriting Agreement covering the issue and sale by the Company of 10,000,000 6.08% Series C 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. 333-103424) 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 March 16, 2004, by and between

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the Company and Citigroup Global Markets 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.
- 12.1 Computation of ratio of earnings to combined fixed charges and preference share dividends.

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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: March 18, 2004

By: /s/ Stephen H. Weinstein

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

### INDEX TO EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated March 16, 2004, between the Company and Citigroup Global Markets Inc., as 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.   |
| 12.1        | Computation of ratio of earnings to combined fixed charges and preference share dividends.  |

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