

RenaissanceRe Capital Trust II
Form POSASR
August 11, 2015

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 10, 2015

REGISTRATION NO. 333-189303

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3

Post-Effective Amendment No. 1 To

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 of
incorporation or organization)

98-0141974
(I.R.S. Employer
Identification Number)

**RENAISSANCE HOUSE
12 CROW LANE
PEMBROKE HM 19
BERMUDA
(441) 295-4513**

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive
offices)

**RENRE NORTH AMERICA HOLDINGS INC.
3200 ATLANTIC AVENUE
SUITE 114**

**RALEIGH, NC 27604
(919) 876-3633**

(Name, address, including zip code, and telephone
number,

including area code, of agent for service)

RENAISSANCERE FINANCE INC.

(Exact name of Registrant as specified in its certificate of incorporation)

**DELAWARE
(State or other jurisdiction of
incorporation or organization)**

**68-0650983
(I.R.S. Employer
Identification No.)**

C/O RENRE NORTH AMERICA HOLDINGS INC.

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offices)

(Name, address, including zip code, and telephone
number,

including area code, of agent for service)

RENAISSANCERE CAPITAL TRUST II

(Exact name of Registrant as specified in its certificate of trust)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

42-6625345
(I.R.S. Employer
Identification No.)

C/O RENRE NORTH AMERICA HOLDINGS INC.

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(Name, address, including zip code, and telephone
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including area code, of agent for service)

RENRE NORTH AMERICA HOLDINGS INC.

(Exact name of registrant as specified in its certificate of incorporation)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

51-0382090
(I.R.S. Employer
Identification No.)

3200 ATLANTIC AVENUE

RENRE NORTH AMERICA HOLDINGS INC.

SUITE 114

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(Address, including zip code, and telephone number,

(Name, address, including zip code, and telephone
number,
including area code, of agent for service)

including area code, of Registrant's principal executive offices)

COPIES TO:

STEPHEN H. WEINSTEIN, ESQ.

**SENIOR VICE PRESIDENT, GROUP GENERAL
COUNSEL
AND CORPORATE SECRETARY**

RENAISSANCE HOUSE

12 CROW LANE,

PEMBROKE HM 19

BERMUDA

(441) 295-4513

ROBERT B. STEBBINS, ESQ.

WILLKIE FARR & GALLAGHER LLP

787 SEVENTH AVENUE

NEW YORK, NY 10019

(212) 728-8736

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not Applicable.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box: "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ x

Accelerated filer ☐ "

Non-accelerated filer ☐ " (Do not check if a smaller reporting company)

Smaller reporting company ☐ "

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, which was originally filed with the Securities and Exchange Commission on June 14, 2013 by the Registrants (Registration No. 333-189303) (the 2013 Registration Statement) to register the sale of up to \$750,000,000 worth of the Registrants' common shares, preference shares, depositary shares, debt securities, warrants to purchase common shares, preference shares or debt securities, share purchase contracts, share purchase units, units, preferred securities and guarantees (collectively, the Securities), is being filed to deregister all of the Securities not yet issued under the 2013 Registration Statement.

On August 7, 2015 the Registrants filed an updated registration statement on Form S-3 (Registration No. 333-206233). As a result, the offering of Securities under the 2013 Registration Statement has been terminated and the Registrants desire to remove from registration all Securities registered pursuant to the 2013 Registration Statement which remain unsold as of the date hereof.

Accordingly, pursuant to the undertaking contained in the 2013 Registration Statement to remove from registration by means of a post-effective amendment any of the Securities that remain unsold at the termination of the offering, the Registrants hereby amend the 2013 Registration Statement by deregistering all Securities that were registered but unsold under the 2013 Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Holdings Ltd. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 10th day of August, 2015.

RENAISSANCERE HOLDINGS LTD.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons, in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kevin J. O' Donnell Kevin J. O' Donnell	Chief Executive Officer, President and Director (Principal Executive Officer)	August 10, 2015
* Jeffrey D. Kelly	Executive Vice President, Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)	August 10, 2015
* Mark A. Wilcox	Senior Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	August 10, 2015
* Ralph B. Levy	Chairman of the Board of Directors	August 10, 2015
* David C. Bushnell	Director	August 10, 2015
* James L. Gibbons	Director	August 10, 2015
* Brian G. J. Gray	Director	August 10, 2015
* William F. Hagerty IV	Director	August 10, 2015

* Jean D. Hamilton	Director	August 10, 2015
* Henry Klehm, III	Director	August 10, 2015

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Signature	Title	Date
* Anthony M. Santomero	Director	August 10, 2015
* Nicholas L. Trivisonno	Director	August 10, 2015
* Edward J. Zore	Director	August 10, 2015

*By: /s/ Stephen H. Weinstein
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Finance Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 10th day of August, 2015.

RENAISSANCERE FINANCE INC.

By: *
Name: Jeffrey D. Kelly
Title: Chief Financial Officer

*By: /s/ Stephen H. Weinstein
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe Capital Trust II certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 10th day of August, 2015.

RENAISSANCERE CAPITAL TRUST II

By: RenaissanceRe Holdings Ltd., as Depositor

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: Senior Vice President, Group General Counsel
Corporate Secretary

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, RenaissanceRe North America Holdings Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 10th day of August, 2015.

**RENAISSANCERE NORTH AMERICA
HOLDINGS INC.**

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

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