

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.**

**RENRE NORTH AMERICA HOLDINGS INC.**

**3200 ATLANTIC AVENUE**

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**SUITE 114**

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**(919) 876-3633**

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

**RENRE NORTH AMERICA HOLDINGS INC.**

**3200 ATLANTIC AVENUE**

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

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

**3200 ATLANTIC AVENUE**

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**(919) 876-3633**

**(919) 876-3633**

(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.**

**ROBERT B. STEBBINS, ESQ.**

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

**WILLKIE FARR & GALLAGHER LLP**

**RENAISSANCE HOUSE**

**787 SEVENTH AVENUE**

**12 CROW LANE,**

**(212) 728-8736**

**PEMBROKE HM 19**

**BERMUDA**

**(441) 295-4513**

**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

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.

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**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

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* 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

**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