

PARTNERRE LTD
Form S-8 POS
March 22, 2016

As filed with the Securities and Exchange Commission on March 22, 2016

Registration No. 333-182045
Registration No. 333-176968
Registration No. 333-163446
Registration No. 333-163445
Registration No. 333-161207
Registration No. 333-157585
Registration No. 333-129762
Registration No. 333-107242
Registration No. 333-11998

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Post-Effective Amendment No.1 to Form S-8, Registration No. 333-182045
Post-Effective Amendment No.1 to Form S-8, Registration No. 333-176968
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Post-Effective Amendment No.1 to Form S-8, Registration No. 333-129762
Post-Effective Amendment No.1 to Form S-8, Registration No. 333-107242
Post-Effective Amendment No.1 to Form S-8, Registration No. 333-11998

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

PartnerRe Ltd.

(Exact name of Registrant as Specified in Its Charter)

Bermuda

(State or other jurisdiction of incorporation or organization)

Not applicable

(IRS Employer Identification No.)

Wellesley House South, 90 Pitts Bay Road, Pembroke, Bermuda, HM 08

(Address of Principal Executive Offices) (Zip Code)

Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Amended and Restated Non-Employee Directors Share Plan

Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Amended and Restated Employee Equity Plan

Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Swiss Share Purchase Plan

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Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2006 Equity Purchase Plan
Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2006 Equity Incentive Plan
Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2006 Executive Equity Incentive Plan
Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2007 Equity Incentive Plan
Common shares, \$1.00 par value, each issuable under the 2009 Employee Share Purchase Plan
Common shares, \$1.00 par value, each issuable under the 2003 Non-Employee Director Share Plan
Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. 2005 Employee Equity Plan
Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. 2003 Non-Employee Directors Stock Plan
Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Employee Share Purchase Plan, Employee Incentive Plan and 1993 Non-Employee Directors Stock Plan

(Full titles of plan)

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c/o Theodore Walker
PartnerRe U.S. Corporation
One Greenwich Plaza
Greenwich, CT 06830-6352
(203) 485-4200

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

Copy to:

Marc Wetherhill
PartnerRe Ltd.
Attention: Secretary and Chief Legal Counsel
Wellesley House South
90 Pitts Bay Road
Pembroke HM 08, Bermuda
+1 (441) 292-0888

Kelley D. Parker
Raphael M. Russo
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

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. (Check one):

Large accelerated filer
Non-accelerated filer (do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

DEREGISTRATION OF SECURITIES

As previously disclosed by PartnerRe Ltd. (the “Company”), in connection with the acquisition of the Company by EXOR S.p.A. (“EXOR”), the Company has entered into a merger agreement with Exor N.V. (the “Parent”), a wholly owned subsidiary of the Parent and, solely with respect to certain specified sections of the merger agreement, EXOR. The acquisition of the Company by EXOR closed on March 18, 2016. The merger agreement requires the Company to delist its common shares from the New York Stock Exchange and deregister its common stock under the Securities Exchange Act of 1934.

As a result, these Post-Effective Amendments (collectively, the “Post-Effective Amendments”) are being filed by the Company to deregister any unissued securities previously registered under the following registration statements on Form S-8 filed by the Company (collectively, the “Registration Statements”) with the U.S. Securities and Exchange Commission (the “SEC”) pertaining to the registration of ordinary shares of the Company offered under certain employee and equity plans and agreements (each, a “Plan” and collectively, the “Plans”) and to terminate the Registration Statements.

- Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Amended and Restated Non-Employee Directors Share Plan (Registration No. 333-182045)
- Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Amended and Restated Employee Equity Plan (Registration No. 333-176968)
- Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Swiss Share Purchase Plan (Registration No. 333-176968)
- Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2006 Equity Purchase Plan (Registration No. 333-163446)
- Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2006 Equity Incentive Plan (Registration No.333-163446)
- Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2006 Executive Equity Incentive Plan (Registration No. 333-163446)
- Common shares, \$1.00 par value, each issuable under the PARIS RE Holdings Limited 2007 Equity Incentive Plan (Registration No.333-163446)
- Common shares, \$1.00 par value, each issuable under the 2009 Employee Share Purchase Plan (Registration No. 333-161207)
- Common shares, \$1.00 par value, each issuable under the 2003 Non-Employee Director Share Plan (Registration No. 333-161207)
- Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. 2005 Employee Equity Plan (Registration Nos. 333-163445, 333-157585 and 333-129762)
- Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. 2003 Non-Employee Directors Stock Plan (Registration No. 333-107242)
- Common shares, \$1.00 par value, each issuable under the PartnerRe Ltd. Employee Share Purchase Plan, Employee Incentive Plan and 1993 Non-Employee Directors Stock Plan (Registration No. 333-11998)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused the Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on March 22, 2016.

PARTNERRE LTD.

By: /s/ Marc Wetherhill
Name: Marc Wetherhill
Title: Chief Legal Counsel

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Post-Effective Amendments to the Registration Statements have been signed by the following persons in the capacities indicated on March 22, 2016.

| Name | Title(s) |
|--|---|
| /s/ Emmanuel Clarke Emmanuel Clarke | President (Principal Executive Officer) |
| /s/ William Babcock William Babcock | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ David Outtrim David Outtrim | Chief Accounting Officer (Principal Accounting Officer) |
| /s/ John Elkann John Elkann | Director |
| /s/ Mario Bonaccorso Mario Bonaccorso | Director |
| /s/ Enrico Vellano Enrico Vellano | Director |
| /s/ Patrick Thiele Patrick Thiele | Director |
| /s/ Brian Dowd Brian Dowd | Director |

SIGNATURE OF AUTHORIZED REPRESENTATIVE

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly registered representative in the United States of the Company, has signed the Post-Effective Amendments to the Registration Statements in Greenwich, Connecticut, on March 22, 2016.

By: /s/ Theodore Walker
Name: Theodore Walker
Title: President and Chief Executive Officer of PartnerRe U.S. Corporation