

PARTNERRE LTD
Form 8-A12B
November 12, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PARTNERRE LTD.

(Exact Name of Registrant as Specified in Its Charter)

BERMUDA

(State of Incorporation or Organization)

NOT APPLICABLE

(I.R.S. Employer Identification No.)

**96 Pitts Bay Road
Pembroke, Bermuda**

(Address of Principal Executive Offices)

HM08

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-109326

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

6.50% Series D Cumulative Redeemable Preferred Shares
(Liquidation Preference \$25.00 per share)

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered

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The description of the securities to be registered hereunder is incorporated herein by reference to (1) the section entitled "Description of Our Capital Shares" contained in the Prospectus (the "**Prospectus**") portion of the Registration Statement on Form S-3 (File No. 333-109326) filed by the Registrant, PartnerRe Finance II Inc., PartnerRe Capital Trust II and PartnerRe Capital Trust III under the Securities Act of 1933, as amended (the "**Securities Act**"), which was declared effective by the Securities and Exchange Commission (the "**Commission**") on March 23, 2004 and any subsequent amendments thereto and (2) the section entitled "Description of Series D Cumulative Redeemable Preferred Shares" in the prospectus supplement dated November 9, 2004, filed with the Commission pursuant to Rule 424(b)(5) under the Securities Act and supplementing the Prospectus. Such prospectus supplement shall be deemed to be incorporated by reference herein.

Item 2. Exhibits

The following exhibits have been filed with the Securities and Exchange Commission:

1. Amended Memorandum of Association of the Registrant (incorporated herein by reference to the Registration Statement on Form F-3 of the Registrant (Registration No. 333-7094) filed with the Commission on June 20, 1997).
2. Amended and Restated Bye-Laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed with the Commission on August 6, 2004).
3. Specimen 6.50% Series D Cumulative Redeemable Preferred Share of the Company (incorporated herein by reference to Exhibit 99.3 to the Registrant's Current Report on Form 8-K filed with the Commission on November 12, 2004).
4. Certificate of Designation, Preferences and Rights of 6.50% Series D Cumulative Redeemable Preferred Shares (incorporated herein by reference to Exhibit 99.4 to the Registrant's Current Report on Form 8-K filed with the Commission on November 12, 2004).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PartnerRe Ltd.
(Registrant)

Date: November 10, 2004

By: /s/ Albert A. Benchimol
Name: Albert A. Benchimol
Title: Executive Vice President
and Chief Executive Officer

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