

PARTNERRE LTD
Form S-8
February 27, 2009

As filed with the Securities and Exchange Commission on February 27, 2009

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

PartnerRe Ltd.
(Exact Name of Registrant as Specified in its Charter)

Bermuda
(State of Other Jurisdiction of
Incorporation
or Organization)

Not Applicable
(I.R.S. Employer
Identification No.)

90 Pitts Bay Road
Pembroke HM 08
Bermuda
(Address of Principal Executive Offices)

PartnerRe Ltd. 2005 Employee Equity Plan
(Full Title of the Plan)

c/o Theodore C. Walker
PartnerRe U.S. Corporation
One Greenwich Plaza
Greenwich, CT 06830-6352
(203) 485-4200
(Telephone Number, Including Area Code, of Agents for Service)

With copies to:

Albert A. Benchimol
Executive Vice President & Chief
Financial Officer
PartnerRe Ltd.
90 Pitts Bay Road
Pembroke HM 08
Bermuda
(441) 292-0888

Kyoko Takahashi Lin, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

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.

Accelerated filer

Large accelerated filer

x

Non-accelerated filed Smaller reporting

o company o

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount To Be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|--|----------------------------|--|--|----------------------------|
| Common shares, \$1.00 par value | 593,325 shares | \$62.51 | \$37,088,745.75 | \$1,457.59 |

(1) In addition to the shares set forth in the table, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), the number of shares registered includes an indeterminable number of common shares issuable under the plan, as this amount may be adjusted as a result of share splits, share dividends and antidilution provisions.

(2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reputed of the securities being registered hereby on the New York Stock Exchange on February 23, 2009.

EXPLANATORY NOTE

This Registration Statement has been filed to register 593,325 additional shares of common shares, par value \$1.00 per share, to be offered pursuant to the PartnerRe Ltd. 2005 Employee Equity Plan, as amended and restated, effective May 22, 2008 (the "Plan"). The Plan has been amended since the filing of PartnerRe Ltd.'s previous registration statement (File No. 333-129762, filed on November 17, 2005) on Form S-8, which covered the Plan prior to its amendment. Pursuant to General Instruction E to Form S-8, the contents of the previous registration statement related to the Plan are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the "Commission") by PartnerRe Ltd. pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference.

- (1) The Company's Annual Report on Form 10-K for the year ended December 31, 2008.
- (2) All reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2008.

All documents subsequently filed by PartnerRe Ltd. pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Mr. Marc Wetherhill, who is giving an opinion on the validity of the securities being registered, is Counsel for PartnerRe Ltd. He is eligible to receive awards under the Plan.

Item 8. Exhibits.

Exhibit
Number

- 4.1 Amended Memorandum of Association of PartnerRe Ltd. (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form F-3 as filed on June 20, 1997, File No. 333-7094).*

4.2

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Amended and Restated Bye-laws of PartnerRe Ltd. (incorporated by reference to Exhibit 3.2 of the Company's quarterly report on Form 10-Q for the period ended June 30, 2007 as filed on August 9, 2007, File No. 001-14536).*

- 5.1 Opinion of Mr. Marc Wetherhill, Counsel for PartnerRe Ltd.
- 23.1 Consent of Deloitte & Touche, Independent Registered Public Accounting Firm.
- 23.2 Consent of Mr. Marc Wetherhill, Counsel for PartnerRe Ltd. (included in Exhibit 5.1).
- 24 Powers of Attorney (included in the signature pages hereof).
- 99.1 PartnerRe Ltd. 2005 Employee Equity Plan (as amended and restated, effective May 22, 2008)

(incorporated herein by reference to Exhibit 10.1 to the Form 10-Q filed on August 8, 2008, File No. 001-14536).*

*

Incorporated by reference

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, PartnerRe Ltd., 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 27th day of February, 2009.

PARTNERRE LTD.

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

POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints each of Albert A. Benchimol and Amanda Sodergren as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable PartnerRe Ltd. to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed this 27th day of February, 2009 by the following persons in the following capacities.

| Signature | Title | Date |
|--|--|-------------------|
| /s/ Patrick Thiele Patrick Thiele | President, Chief Executive Officer and Director (Principal Executive Officer) | February 27, 2009 |
| /s/ Albert A. Benchimol Albert A. Benchimol | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | February 27, 2009 |
| /s/ William Babcock William Babcock | Group Finance Director | February 27, 2009 |
| /s/ Laurie Desmet Laurie Desmet | Chief Accounting Officer (Principal Accounting Officer) | February 27, 2009 |
| /s/ John A. Rollwagen John A. Rollwagen | Director | February 27, 2009 |
| /s/ Vito H. Baumgartner Vito H. Baumgartner | Director | February 27, 2009 |
| /s/ Robert M. Baylis Robert M. Baylis | Director | February 27, 2009 |
| /s/ Judith Hanratty Judith Hanratty | Director | February 27, 2009 |
| /s/ Jan H. Holsboer Jan H. Holsboer | Director | February 27, 2009 |
| /s/ Jean-Paul L. Montupet Jean-Paul L. Montupet | Director | February 27, 2009 |
| /s/ Rémy Sautter Rémy Sautter | Director | February 27, 2009 |
| /s/ Lucio Stanca Lucio Stanca | Director | February 27, 2009 |
| /s/ Kevin M. Twomey Kevin M. Twomey | Director | February 27, 2009 |

/s/ Jürgen Zech
Jürgen Zech

Director

February 27, 2009

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

Authorized Representative in the
United States

February 27, 2009

EXHIBIT INDEX

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