

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

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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

Post-Effective Amendment No.1 to Form S-8, Registration No. 333-163446

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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

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

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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.)

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

(Address of Principal Executive Offices) (Zip Code)

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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

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(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

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(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