

RENAISSANCERE HOLDINGS LTD

Form SC 13G/A

February 14, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

RenaissanceRe Holdings Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

G7496G103

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: G7496G103

1 NAME OF REPORTING PERSON
Orbis Investment Management Limited
("OIML") and Orbis Asset Management
Limited ("OAML")

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION
OAML and OIML are companies organised under the laws of Bermuda.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

- 5 SOLE VOTING POWER
1,180,161
- 6 SHARED VOTING POWER
0
- 7 SOLE DISPOSITIVE POWER
1,180,161
- 8 SHARED DISPOSITIVE POWER
0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
OAML 2,647; OIML 1,177,514

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.5%

12

TYPE OF REPORTING PERSON
FI (OIML); OO (OAML)

CUSIP No.: G7496G103

ITEM 1(a). NAME OF ISSUER:
RenaissanceRe
Holdings Ltd.

ITEM 1(b).

ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE
OFFICES:

Renaissance
House
12 Crow Lane
Pembroke
HM19
Bermuda

ITEM 2(a). NAME OF
PERSON
FILING:

Orbis
Investment
Management
Limited
("OIML") and
Orbis Asset
Management
Limited
("OAML")

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

For OIML and
OAML: Orbis
House, 25 Front
Street, Hamilton
Bermuda HM11

ITEM 2(c). CITIZENSHIP:

OAML and
OIML are
companies
organised under
the laws of
Bermuda.

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock

ITEM 2(e).

CUSIP
NUMBER:
G7496G103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML
 Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: equivalent to IA (for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
OAML 2,647; OIML 1,177,514
- (b) Percent of class:
2.5%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
1,180,161
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of:
1,180,161
 - (iv) Shared power to dispose or to direct the disposition of:
0

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR

LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Orbis Investment Management Limited ("OIML") and Orbis Asset Management Limited ("OAML") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the

Securities Exchange Act of 1934, as amended. Information with respect to each of OIML and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person.

OIML is the beneficial owner of 1,177,514 shares of common stock or 2.4% of the 48,156,329 common stock of RenaissanceRe Holdings Ltd., believed to be outstanding.

OAML is the beneficial owner of 2,647 shares of common stock or 0.0% of the 48,156,329 common stock of RenaissanceRe Holdings Ltd., believed to be outstanding.

NOTICE OF
ITEM 9. DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:
By signing below I
certify that, to the

best of my knowledge
and belief, the foreign
regulatory scheme
applicable to Orbis
Investment
Management Limited
is substantially
comparable to the
regulatory scheme
applicable to the
functionally
equivalent U.S.
institution(s). I also
undertake to furnish
to the Commission
staff, upon request,
information that
would otherwise be
disclosed in a
Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013

Date

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/ James Dorr

Signature

James Dorr, General Counsel of Orbis Investment Management Limited and Orbis Asset Management Limited

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).
CUSIP No.: G7496G103