

EVEREST RE GROUP LTD  
Form 8-K  
December 08, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 1, 2005

**Everest Re Group, Ltd.**

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(Exact Name of Registrant as Specified in Charter)

Bermuda

1-15731

98-0365432

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(State or Other Jurisdiction  
of Incorporation)

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(Commission  
File Number)

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(IRS Employer  
Identification No.)

Wessex House 2<sup>nd</sup> Floor

45 Reid Street

PO Box HM 845

Hamilton HM DX, Bermuda

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Not Applicable

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(Address of Principal Executive Offices)

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(Zip Code)

Registrant's telephone number, including area code: 441-295-0006

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Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

## Edgar Filing: EVEREST RE GROUP LTD - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On December 7, 2005, the Registrant completed an offering of 2,750,000 of its common shares (the Shares ), consisting of 2,298,000 common shares newly issued by the Registrant and 452,000 issued and outstanding common shares of the Registrant held by the Registrant's wholly-owned subsidiary Everest Reinsurance Holdings, Inc., pursuant to the Registrant's Registration Statement on Form S-3 (File No. 333-130044) under the Securities Act of 1933 (the Act ), including the Prospectus, as supplemented, filed with the Securities and Exchange Commission on December 5, 2005 pursuant to Rules 424(b)(2) and 424(b)(7) under the Act. Executed copies of the underwriting agreement and the pricing agreement relating to the Shares, as well as an opinion of special Bermuda counsel to the Registrant as to the validity of the Shares, are included as exhibits hereto and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

The following documents are filed with reference to and are hereby incorporated by reference into the Registration Statement on Form S-3 (File No. 333-130044), filed with the Securities and Exchange Commission by, *inter alia*, Everest Re Group, Ltd. on December 1, 2005.

| <b><u>Exhibit No.</u></b> | <b><u>Document Description</u></b>  |
|---------------------------|---|
| 1.1                       | Underwriting Agreement, dated December 1, 2005, among Everest Re Group, Ltd., Everest Reinsurance Holdings, Inc. and Wachovia Capital Markets, LLC. |
| 1.2                       | Pricing Agreement, dated December 1, 2005, among Everest Re Group, Ltd., Everest Reinsurance Holdings, Inc. and Wachovia Capital Markets, LLC.      |
| 5.1                       | Opinion of Conyers Dill & Pearman, special Bermuda counsel for Everest Re Group, Ltd., as to the validity of the Shares.                            |
| 23.1                      | Consent of Conyers Dill & Pearman (included in Exhibit 5.1)   |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: December 8, 2005

By: /s/ Stephen L. Limauro

Name: Stephen L. Limauro

Title: Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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