

PARIS RE Holdings Ltd  
Form CB  
December 04, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form CB  
TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- Securities Act Rule 801 (Rights Offering)   
Securities Act Rule 802 (Exchange Offer)   
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)   
Exchange Act Rule 14e-2(d) (Subject Company Response)

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)

Note: Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

PARIS RE Holdings Limited  
(Name of Subject Company)

N/A  
(Translation of Subject Company's Name into English (if applicable))

Switzerland  
(Jurisdiction of Subject Company's Incorporation or Organization)

PartnerRe Ltd.  
(Name of Person(s) Furnishing Form)

Common Shares  
(Title of Class of Subject Securities)

N/A  
(CUSIP No. of Class of Securities (if applicable))

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AMANDA E. SODERGREN  
PARTNERRE LTD.  
WELLESLEY HOUSE  
90 PITTS BAY ROAD  
PEMBROKE, BERMUDA

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TELEPHONE: (441) 292-0888

With a copy to:  
PHILLIP R. MILLS  
DAVIS POLK & WARDWELL LLP  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017  
TELEPHONE: (212) 450-4000

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

N/A

(Date Tender Offer/Rights Offering Commenced)

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Part One – INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Listing Prospectus filed with the Autorité des marchés financiers. |

Item 2. Informational Legends

The required legends have been included in prominent portions of Exhibit 99.1 referred to in Item 1.

Part Two – INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

Not applicable.

Part Three – CONSENT TO SERVICE OF PROCESS

A written irrevocable consent and power of attorney on Form F-X has been filed by PartnerRe Ltd. with the Securities and Exchange Commission concurrently with the furnishing of this Form CB on December 4, 2009.

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Part Four – SIGNATURES

After due 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.

PartnerRe Ltd.  
(Registrant)

Date: December 4, 2009

By: /s/ Amanda E. Sodergren  
Name: Amanda E. Sodergren  
Title: Chief Legal Counsel

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