

PARTNERRE LTD
Form 424B2
February 11, 2013
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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated February 11, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus dated April 9, 2012)

Shares

PartnerRe Ltd.

% SERIES F NON-CUMULATIVE REDEEMABLE PREFERRED SHARES

(Liquidation Preference \$25.00 per share)

PartnerRe Ltd. is offering _____ shares of its _____ % Series F Non-Cumulative Redeemable Preferred Shares, which we refer to in this prospectus supplement as the Series F preferred shares.

The Series F preferred shares will not be redeemable before March 1, 2018, except in specified circumstances relating to certain capital disqualification or tax events. Beginning on March 1, 2018, PartnerRe Ltd. may redeem the Series F preferred shares, in whole at any time or in part from time to time, at \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date.

Dividends on the Series F preferred shares are non-cumulative and are payable only when, as and if declared by our board of directors (or a duly authorized committee of the board) quarterly on the first day of March, June, September and December (each, a dividend payment date), commencing June 1, 2013. If we have not declared a dividend before the dividend payment date for a dividend period, we will have no obligation to pay dividends for that dividend period, whether or not dividends on the Series F preferred shares are declared for any future dividend period.

The Series F preferred shares will have no stated maturity and are not subject to any sinking fund or mandatory redemption and are not convertible into or exchangeable for any other securities.

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We intend to file an application to list the Series F preferred shares on the New York Stock Exchange under the symbol **PRE PrF**. If the application is approved, trading is expected to commence within 30 days after the initial delivery of the Series F preferred shares.

Investing in the Series F preferred shares involves risks. See **Risk Factors** beginning on page S-7 of this prospectus supplement and on page 4 of the accompanying prospectus, as well as in our Annual Report on Form 10-K/A for the year ended December 31, 2011 and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012.

PRICE \$25 PER SHARE

	Price to Public	Underwriting Discounts(1)	Proceeds, before expenses, to PartnerRe(2)
Per Share	\$ 25.00	\$	\$
Total	\$	\$	\$

- (1) The underwriting discount is \$ _____ per Series F preferred share for retail orders and \$ _____ per Series F preferred share for institutional orders. See **Underwriting** beginning on page S-32 of this prospectus supplement for additional discussion regarding underwriting discounts and commissions.
- (2) The underwriters may also purchase up to an additional _____ Series F preferred shares from us at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement solely to cover over-allotments, if any.

None of the Securities and Exchange Commission, state securities regulators, the Minister of Finance and the Registrar of Companies in Bermuda and the Bermuda Monetary Authority has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Series F preferred shares only in book-entry form through the facilities of The Depository Trust Company (**DTC**) and its direct participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*, on or about _____, 2013.

Joint Book-Running Managers

UBS Investment Bank

BofA Merrill Lynch

Citigroup

Credit Suisse

Wells Fargo Securities

Senior Co-Managers

Barclays

RBC Capital Markets

Co-Managers

HSBC

J.P. Morgan

, 2013

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We have not, and the underwriters have not, authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we nor the underwriters take any responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The information in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference may be accurate only as of the dates of those respective documents. Our business, financial condition, results of operation and prospects may have changed since those respective dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of Series F preferred shares and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

References in this prospectus supplement and the accompanying prospectus to PartnerRe, we, us, our or the Company, refer to PartnerRe Ltd. and, unless the context otherwise requires or unless otherwise stated, PartnerRe Ltd.'s subsidiaries. References in this prospectus supplement and the accompanying prospectus to PartnerRe Ltd. refer to PartnerRe Ltd. (excluding its subsidiaries).

PartnerRe Ltd. is offering to sell the Series F preferred shares, and is seeking offers to buy the Series F preferred shares, only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the Series F preferred shares in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of the Series F preferred shares and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

Securities may be offered or sold in Bermuda only in compliance with provisions of the Investment Business Act 2003, the Exchange Control Act of 1972, and related regulations of Bermuda that regulate the sale of securities in Bermuda. In addition, specific permission is required from the Bermuda Monetary Authority (BMA), pursuant to the provisions of the Exchange Control Act of 1972 and related regulations, for all issuances and transfers of securities of Bermuda companies, other than in cases where the BMA has granted a general permission. The BMA, in its policy dated June 1, 2005, provides that where any equity securities of a Bermuda company, which would include our common shares, are listed on an appointed stock exchange (the New York Stock Exchange (NYSE)) is deemed to be an appointed stock exchange under Bermuda law), general permission is given for the issue and subsequent transfer of any securities of such company, including the Series F preferred shares offered hereby, from and/or to a non-resident of Bermuda, for as long as any equity securities of the company remain so listed.

In addition, we will deliver to and file a copy of this prospectus supplement and the accompanying prospectus with the Registrar of Companies in Bermuda in accordance with Bermuda law. The BMA and the Registrar of Companies accept no responsibility for the financial soundness of any proposal or for the correctness of any of the statements made or opinions expressed in this prospectus supplement or in the accompanying prospectus.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained or incorporated by reference in this prospectus supplement or the accompanying prospectus may be considered forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933, as amended (the Securities Act), and Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act).

Forward-looking statements are made based upon our assumptions and expectations concerning the potential effect of future events on our financial performance and are made pursuant to the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such statements are subject to significant business,

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economic and competitive risks and uncertainties that could cause actual results to differ materially from those reflected in such forward-looking statements. Our forward-looking statements could be affected by numerous foreseeable and unforeseeable events and developments.

We have made statements under the captions Business, Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, and in other sections of our annual report on Form 10-K/A for the year ended December 31, 2011 (2011 10-K) and under the captions Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, and in other sections of our quarterly reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012 (collectively, 2012 10-Qs) that are forward-looking statements. In some cases, you can identify forward-looking statements by forward-looking words such as may, might, will, should, expects, intend, plans, anticipates, believes, hopes, estimates, predicts, projects, potential, will likely result or these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, estimated losses due to catastrophes and other events, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by such forward-looking statements, including those factors described under the caption entitled Risk Factors in this prospectus supplement, the accompanying prospectus, our 2011 10-K and our 2012 10-Qs. You should specifically consider the numerous risks outlined under Risk Factors in this prospectus supplement, the accompanying prospectus, in our 2011 10-K and in our 2012 10-Qs.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the respective dates of the 2011 10-K, the 2012 10-Qs, this prospectus supplement or the accompanying prospectus to conform our prior statements to actual results or revised expectations.

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SUMMARY

*This summary contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before investing in the Series F preferred shares. You should read this entire prospectus supplement carefully, including the sections titled **Risk Factors** in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference (including the risk factors set forth in Part I, Item 1A of our 2011 10-K and the risk factors set forth in Part II, Item 1A of our 2012 10-Qs), our financial statements incorporated herein by reference, and the accompanying prospectus, before making an investment decision.*

PartnerRe Ltd.

We provide reinsurance on a worldwide basis through our principal wholly-owned subsidiaries, including Partner Reinsurance Company Ltd., Partner Reinsurance Europe SE and Partner Reinsurance Company of the U.S.

Risks reinsured include, but are not limited to, property, casualty, motor, agriculture, aviation/space, catastrophe, credit/surety, engineering, energy, marine, specialty property, specialty casualty, multiline and other lines, mortality, longevity and health and alternative risk products. Our alternative risk products include weather and credit protection to financial, industrial and service companies on a worldwide basis.

PartnerRe Ltd. is incorporated under the laws of Bermuda, with its principal executive offices located at 90 Pitts Bay Road, Pembroke HM 08, Bermuda. Its telephone number is (441) 292-0888.

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THE OFFERING

The description of the terms of the Series F preferred shares in this section is not complete and is subject to, and qualified in its entirety by reference to, the terms and provisions of the Certificate of Designation relating to the Series F preferred shares (the Certificate of Designation) and our Bye-Laws (Bye-Laws). See Description of Series F Non-Cumulative Redeemable Preferred Shares.

Issuer	PartnerRe Ltd.
Securities Offered	% Series F Non-Cumulative Redeemable Preferred Shares, par value \$1.00 per share (the Series F preferred shares) (Series F preferred shares if the underwriters exercise their over-allotment option in full).
Dividends	Holders of the Series F preferred shares will be entitled to receive, only when, as and if declared by our board of directors (or a duly authorized committee of the board), dividends on the Series F preferred shares. Dividends on the Series F preferred shares will be non-cumulative and, if declared, will be payable quarterly on the first day of March, June, September and December of each year (or, if such date is not a business day, on the business day immediately following such date), commencing June 1, 2013, in an amount per share equal to % of the liquidation preference per annum (equivalent to \$ per share). Accordingly, in the event dividends are not declared, dividends will not accrue and will not be payable. See Description of Series F Non-Cumulative Redeemable Preferred Shares Dividend Rights.
Liquidation Rights	Upon our liquidation, dissolution or winding up, holders of the Series F preferred shares will be entitled to receive from our assets legally available for distribution to shareholders a liquidation preference of \$25.00 per share, plus declared but unpaid dividends, if any, to the date of liquidation. See Description of Series F Non-Cumulative Redeemable Preferred Shares Liquidation Preference.
Conversion	The Series F preferred shares are not convertible into or exchangeable for any other securities.
Redemption	The Series F preferred shares will not be redeemable before March 1, 2018, except in specified circumstances relating to certain capital disqualification or tax events. See Description of Series F Non-Cumulative Redeemable Preferred Shares Capital Disqualification Redemption and Tax Redemption. Beginning on March 1, 2018, the Series F preferred shares will be redeemable at our option in whole at any time or in part from time to time, at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date. The Series F preferred shares have no stated maturity and will not be subject to any sinking fund or mandatory redemption. See Description of Series F Non-Cumulative Redeemable Preferred Shares Redemption.

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Certain Restrictions on Payment of Dividends and Redemptions

Under Bermuda law we may not lawfully declare or pay a dividend on the Series F preferred shares (even if such dividends have been previously declared) if there are reasonable grounds for believing that (i) we are or, after giving effect to the payment of such dividend, would be unable to pay our liabilities as they become due, or (ii) the realizable value of our assets would be less than our liabilities.

Under Bermuda law, we may not lawfully effect any redemption of the Series F preferred shares if there are reasonable grounds for believing that we are, or would after the payment of the redemption price be, unable to pay our liabilities as they become due, or if the realizable value of our assets will, after payment of the dividend, be less than our liabilities.

Further, as the BMA is our group supervisor for insurance group solvency and reporting requirements, we may not be able to declare or pay a dividend on the Series F preferred shares or effect any redemption of Series F preferred shares if we are or, after giving effect to such payment, would be in breach of applicable group solvency and liquidity requirements or applicable group enhanced capital requirements or such other applicable rules, regulations or restrictions as may from time to time be issued or imposed by the BMA (or any successor agency or then-applicable regulatory authority) pursuant to the terms of the Insurance Act 1978 of Bermuda, as amended, and related rules and regulations (the "Insurance Act") or any successor legislation or then-applicable law or regulation.

See Description of the Series F Non-Cumulative Redeemable Preferred Shares Certain Restrictions on Payment of Dividends and Redemption of Shares.

Substitution or Variation

In lieu of a redemption upon a capital disqualification event as described under Description of Series F Non-Cumulative Redeemable Preferred Shares Capital Disqualification Redemption or a redemption upon a tax event as described under Description of Series F Non-Cumulative Redeemable Preferred Shares Tax Redemption, upon or following such capital disqualification event or tax event, we may, without the consent of any holders of the Series F preferred shares, vary the terms of, or exchange for new securities, the Series F preferred shares (1) in the case of a capital disqualification event, so that the Series F preferred shares or new securities qualify as Tier 2 Capital securities under then-applicable capital adequacy regulations or (2) in the case of a tax event, to eliminate the substantial probability that we would be required to pay any additional amounts with respect to the Series F preferred shares as a result of a change in tax law. No such variation of terms or securities in exchange will change specified terms of the Series F preferred shares. See Description of Series F Non-Cumulative Redeemable Preferred Shares Substitution or Variation .

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Ranking

The Series F preferred shares:

will rank senior to our junior shares with respect to the payment of dividends and distributions upon our liquidation, dissolution or winding up. Junior shares include our common shares and any other class of shares that rank junior to the Series F preferred shares either as to the payment of dividends or as to the distribution of assets upon liquidation, dissolution or winding up;

will rank *pari passu* with each other series of shares ranking on parity with the Series F preferred shares as to the payment of dividends and distributions upon our liquidation, dissolution or winding up (parity shares). As of the date of this prospectus supplement, our Series C Cumulative Redeemable Preferred Shares (the Series C preferred shares), our Series D Cumulative Redeemable Preferred Shares (the Series D preferred shares) and our Series E Cumulative Redeemable Preferred Shares (the Series E preferred shares) and together with the Series C preferred shares and the Series D preferred shares, the cumulative shares) are the only classes or series of parity shares outstanding; and

will rank junior to any series of shares ranking senior to the Series F preferred shares as to the payment of dividends and distributions upon our liquidation, dissolution or winding up.

See Description of Series F Non-Cumulative Redeemable Preferred Shares Dividend Rights and Liquidation Preference.

Voting Rights

Generally, the Series F preferred shares will not have any voting rights. However, whenever dividends have not been declared and paid on the Series F preferred shares or any class or series of non-cumulative parity shares in an amount equivalent to dividends for six full dividend periods (whether or not consecutive), then, immediately upon the happening of such event, the holders of the Series F preferred shares, together with the holders of shares of every class or series of non-cumulative parity shares, voting together as a single class regardless of class or series, will have the right to elect two directors to our board of directors (which is composed of 12 members as of the date of this prospectus supplement). Whenever dividends on the Series F preferred shares and the non-cumulative parity shares then outstanding have been paid in full, or declared and sufficient funds have been set apart for payment, for at least four consecutive dividend periods, then the right of holders of the Series F preferred shares and the non-cumulative parity shares to be represented by such directors will cease (but subject always to the same provision for the vesting of such rights in the case of any future non-payments in an amount equivalent to dividends for six full dividend periods) and the terms of office of the additional directors elected to our board will immediately terminate.

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Holders of cumulative shares are entitled to two separate additional directors whenever dividends have not been declared and paid on such cumulative shares in an amount equivalent to dividends for six full dividend periods (whether or not consecutive) in accordance with the terms of the respective certificates of designation for such cumulative shares; however, the holders of Series F preferred shares will not be entitled to vote for such additional directors for the holders of cumulative shares.

In addition, certain transactions that would vary the rights of holders of the Series F preferred shares cannot be made without the approval of the holders of 75% of the Series F preferred shares.

See Description of Series F Non-Cumulative Redeemable Preferred Shares Voting Rights.

Payment of Additional Amounts and Tax Redemption Subject to certain limitations, we will pay additional amounts to holders of the Series F preferred shares, as additional dividends, to make up for any deduction or withholding for any taxes or other charges imposed by or on behalf of Bermuda or any other jurisdiction in which we are organized, or any political subdivision thereof, on amounts we must pay with respect to the Series F preferred shares, so that the net amounts paid will be equal to the amounts we would otherwise be required to pay had no such withholding or deduction been required. See Description of Series F Non-Cumulative Redeemable Preferred Shares Payment of Additional Amounts. If there is a substantial probability that we or any successor corporation would become obligated to pay any additional amounts as a result of a change in tax law (as described in Description of Series F Non-Cumulative Redeemable Preferred Shares Tax Redemption), we will also have the option to redeem the Series F preferred shares, at any time in whole or in part from time to time, at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date. See Description of Series F Non-Cumulative Redeemable Preferred Shares Tax Redemption.

Maturity The Series F preferred shares do not have any maturity date, and we are not required to redeem the Series F preferred shares. Holders of the Series F preferred shares will have no right to have the Series F preferred shares redeemed. Accordingly, the Series F preferred shares will remain outstanding indefinitely, unless and until we decide to redeem them.

Limitations on Transfer and Ownership Our Bye-Laws and the Certificate of Designation provide that, subject to waiver by the board of directors, no person may acquire ownership of our shares (including the Series F preferred shares) if such purchase would result in (1) such person owning or controlling more

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than 9.9% of our outstanding shares (as determined by value) or (2) such person becoming a holder of more than 9.9% of the total combined voting power of all classes of our shares entitled to vote at a general meeting of our shareholders or in any other circumstance in which our shareholders are entitled to vote (a Ten Percent Shareholder). In the case of (2) above, the votes conferred by the controlled shares (including any Series F preferred shares) will be automatically reduced by whatever amount is necessary so that after any such reduction such person will not be a Ten Percent Shareholder. For these purposes, references to ownership or control of our shares mean ownership within the meaning of Section 958 of the Internal Revenue Code. Our Bye-Laws provide for additional limitations on transfer and ownership of our capital stock.

New York Stock Exchange Listing

We intend to file an application to list the Series F preferred shares on the NYSE under the symbol PRE PrF. If the application is approved, trading is expected to commence within 30 days after initial delivery of the Series F preferred shares. While the underwriters have advised us that they intend to make a market in the Series F preferred shares, they are under no obligation to do so. The Series F preferred shares are a new issue of securities with no established trading market. We cannot assure you that a market for the Series F preferred shares will develop upon commencement of trading.

Use of Proceeds

We intend to use the net proceeds from the sale of the Series F preferred shares for general corporate purposes, including the redemption of \$ aggregate liquidation value of our outstanding Series C preferred shares at an aggregate redemption price equal to the aggregate liquidation preference of the Series C preferred shares to be redeemed, plus accumulated and unpaid dividends thereon, if any, to the redemption date, without interest. See Use of Proceeds in this prospectus supplement.

Risk Factors

You should consider carefully all of the information set forth or referred to in this prospectus supplement and the accompanying prospectus, and, in particular, should evaluate the specific factors set forth in the sections entitled Risk Factors in this prospectus supplement, the accompanying prospectus and in our 2011 10-K and in our 2012 10-Qs.

Form of Series F Preferred Shares

The Series F preferred shares will be represented by one or more global securities registered in the name of DTC or its nominee. This means that holders will not receive a certificate for their Series F preferred shares. Ownership interests in the Series F preferred shares will be shown on, and transfers of the Series F preferred shares will be effected only through, records maintained by participants in DTC. DTC and the dividend disbursing agent for the Series F preferred shares will be responsible for dividend payments to you.

Transfer Agent

Computershare Trust Company, NA

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RISK FACTORS

Before investing in the Series F preferred shares, you should carefully consider the following risk factors and all other information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus, including the Risk Factors set forth in our 2011 10-K and our 2012 10-Qs. These risks could materially affect our business, results of operations or financial condition. You could lose all or part of your investment.

Risk Factors Relating to This Offering

We may not have sufficient cash from our operations to enable us to pay dividends on or to redeem the Series F preferred shares following the payment of expenses and the establishment of any reserves.

We may not have sufficient cash available each quarter to pay dividends. In addition, we may have insufficient cash available to redeem the Series F preferred shares. The amount of dividends we can pay or use to redeem Series F preferred shares depends upon the amount of cash our subsidiaries generate from their operations that will be available to us for dividends or to redeem the Series F preferred shares, which may fluctuate based on, among other things:

the level of our operating costs and estimated losses due to catastrophes and other events;

prevailing global and regional economic and political conditions;

the effect of governmental regulations;

changes in the basis of taxation of our activities in various jurisdictions;

our ability to raise additional equity to satisfy our capital needs;

restrictions under our credit facilities or any debt, including existing restrictions under our debt agreements that, upon the occurrence of certain events that constitute or would constitute events of default, prevent us from declaring or paying dividends, redeeming shares of our capital stock or making liquidation payments; and

the amount of any cash reserves established by our board of directors.

The amount of cash we generate from our operations may differ materially from our net income or loss for the period, which will be affected by non-cash items. As a result of these and the other factors mentioned above, we may pay dividends during periods when we record losses and may not pay dividends during periods when we record net income.

The Series F preferred shares are equity and are subordinate to our existing and future indebtedness.

The Series F preferred shares are equity interests and do not constitute indebtedness. As such, the Series F preferred shares will rank junior to all of our indebtedness and other non-equity claims with respect to assets available to satisfy our claims, including in our liquidation. As of September 30, 2012, our total consolidated long-term debt was \$821 million, which is in addition to any other indebtedness (including valid contractual claims) to which the Series F preferred shares would be subordinated. We may incur additional debt and other obligations in the future. Our existing and future indebtedness may restrict payments of dividends on the Series F preferred shares. Additionally, unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of non-cumulative preferred shares like the Series F preferred shares, dividends are payable only if declared by the board of directors of PartnerRe Ltd. (or a duly authorized committee of the board) and we have no obligations to pay dividends if they have not been so declared. In addition, as described herein and in

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our 2011 10-K, we are subject to certain regulatory and other constraints affecting our ability to pay dividends and make other payments.

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Your economic interests in the Series F preferred shares could be adversely affected by the issuance of additional preferred shares, including additional Series F preferred shares, and by other transactions.

There are outstanding as of the date of this prospectus supplement Series C preferred shares having an aggregate liquidation preference of \$290 million, Series D preferred shares having an aggregate liquidation preference of \$230 million and Series E preferred shares having an aggregate liquidation preference of \$374 million and, when issued, the Series F preferred shares will have an aggregate liquidation preference of \$ million. The issuance of additional preferred shares on par with or senior to our Series F preferred shares could adversely affect the economic interests of the holders of our Series F preferred shares, and any issuance of preferred shares senior to our Series F preferred shares or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our Series F preferred shares in the event of a liquidation, dissolution or winding up of PartnerRe Ltd.

Dividends on the Series F preferred shares are non-cumulative, and as a result, holders of our cumulative shares may have the right to receive a greater amount of dividends than holders of the Series F preferred shares in the event of our liquidation, dissolution or winding-up.

Dividends on the Series F preferred shares are non-cumulative and payable only out of lawfully available funds of the Company under Bermuda law. Consequently, if our board of directors, or a duly authorized committee of the board, does not authorize and declare a dividend for any given dividend period, holders of the Series F preferred shares would not be entitled to receive any dividend for such period, and no dividend for such period will accrue or ever become payable. We will have no obligation to pay dividends for a dividend period on or after the dividend payment date for such period if our board of directors, or a duly authorized committee of the board, has not declared a dividend before the related dividend payment date, whether or not dividends are declared for any subsequent dividend period with respect to the Series F preferred shares or any other preferred shares.

Unlike the Series F preferred shares, if we do not declare a dividend on the cumulative shares, such dividends will accrue for the benefit of the holders of such shares. In the event of our liquidation, dissolution or winding-up, holders of cumulative shares will be entitled to receive the aggregate liquidation preference for such shares, plus all accumulated and unpaid dividends, while holders of the Series F preferred shares are only entitled to receive the aggregate liquidation preference and any declared but unpaid dividends. Accordingly, if there are substantial arrearages of dividends on the cumulative shares, holders of the cumulative shares would be entitled to receive a substantially greater amount than the holders of the Series F preferred shares would receive. In the event there are not sufficient funds to pay the aggregate liquidation preference on all our preferred shares, together with all accumulated but unpaid dividends on the cumulative shares and declared but unpaid dividends on the Series F preferred shares, amounts payable would be distributed proportionately, and as such, holders of cumulative shares would be entitled to receive a much greater proportional amount.

You may be unable to sell your Series F preferred shares if an active trading market does not develop.

The Series F preferred shares are a new issue of securities with no established trading market. Although we intend to file an application to have the Series F preferred shares approved for listing on the NYSE, there may be little or no secondary market for the Series F preferred shares. Even if a secondary market for the Series F preferred shares develops, it may not provide significant liquidity, and transaction costs in any secondary market could be high. As a result, the difference between bid and ask prices in any secondary market could be substantial. As a result, holders of the Series F preferred shares may be required to bear the financial risks of an investment in the Series F preferred shares for an indefinite period of time.

The Series F preferred shares ratings may be downgraded.

We have sought to obtain a rating for the Series F preferred shares. If any ratings are assigned to the Series F preferred shares in the future or if we issue other securities with a rating, such ratings, if they are lower

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than market expectations or are subsequently lowered or withdrawn, could adversely affect the market for or the market value of the Series F preferred shares. A rating is not a recommendation to purchase, sell or hold any particular security, including the Series F preferred shares. Ratings do not reflect market prices or suitability of a security for a particular investor and any future rating of the Series F preferred shares may not reflect all risks related to us and our business, or the structure or market value of the Series F preferred shares. Ratings only reflect the views of the rating agency or agencies issuing the ratings and such ratings could be revised downward or withdrawn entirely at the discretion of the issuing rating agency if in its judgment circumstances so warrant. Any such downward revision or withdrawal of a rating could have an adverse effect on the market price of the Series F preferred shares.

We are able to redeem the Series F preferred shares at our option at any time beginning on March 1, 2018 and in specified circumstances relating to certain capital disqualification or tax events.

On and after March 1, 2018, the Series F preferred shares will be redeemable at our option in whole at any time or in part from time to time, for cash at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date. In addition, the Series F preferred shares will be redeemable at our option in specified circumstances relating to certain capital disqualification or tax events. See Description of Series F Non-Cumulative Redeemable Preferred Shares Capital Disqualification Redemption and Tax Redemption. If we redeem your Series F preferred shares, you may not be able to invest the proceeds in an investment with a comparable return. Even if we do not exercise our option to redeem some or all of the Series F preferred shares, our ability to do so may adversely affect the value of the Series F preferred shares. It is our sole option whether to redeem some or all of the Series F preferred shares.

A classification of the Series F preferred shares by the National Association of Insurance Commissioners may impact U.S. insurance companies that purchase the Series F preferred shares.

The National Association of Insurance Commissioners (NAIC) may from time to time, in its discretion, classify securities in U.S. insurers portfolios as either debt, preferred equity or common equity instruments. The NAIC s written guidelines for classifying securities as debt, preferred equity or common equity include subjective factors that require the relevant NAIC examiner to exercise substantial judgment in making a classification. There is therefore a risk that the Series F preferred shares may be classified by NAIC as common equity instead of preferred equity. The NAIC classification determines the amount of risk based capital (RBC) charges incurred by insurance companies in connection with an investment in a security. Securities classified as common equity by the NAIC carry RBC charges that can be significantly higher than the RBC requirement for debt or preferred equity. Therefore, any classification of the Series F preferred shares as common equity may adversely affect U.S. insurance companies that hold Series F preferred shares. In addition, a determination by the NAIC to classify the Series F preferred shares as common equity may adversely impact the trading of the Series F preferred shares in the secondary market.

Our ability to pay dividends may be limited by regulatory law.

Under Bermuda law, we may not lawfully declare or pay a dividend if there are reasonable grounds for believing that we are, or will after payment of the dividend be, unable to pay our liabilities as they become due, or if the realizable value of our assets will, after payment of the dividend, be less than our liabilities.

Further, as the BMA is our group supervisor for insurance group solvency and reporting requirements, we may not be able to declare or pay a dividend on the Series F preferred shares if we are or, after giving effect to such payment, would be in breach of the Insurance Act, the Insurance (Eligible Capital) Rules 2012, the Insurance (Prudential Standards) (Insurance Group Solvency Requirement) Rules 2011, including the enhanced capital requirements or the group enhanced capital requirements contained within such rules or under such other applicable rules and regulations as may from time to time be issued by the BMA (or any successor agency or then-applicable regulatory authority) pursuant to the terms of the Insurance Act, or any successor legislation.

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The regulatory capital treatment of the Series F preferred shares may not be what we anticipate and upon a capital disqualification event , we may redeem the Series F preferred shares or, in lieu thereof, vary the terms of the Series F preferred shares or substitute for new securities the Series F preferred shares, in any such case without your consent or approval.

The Series F preferred shares are intended to constitute Tier 2 capital in accordance with the group insurance requirements of the BMA. In order for the Series F preferred shares to qualify as Tier 2 capital, the terms of the Series F preferred shares should reflect the criteria contained in the Insurance (Group Supervision) Rules 2011 published by the BMA in January 2012, and must comply with the group enhanced capital requirements, the final terms of which remain subject to change and are expected to go into effect on January 1, 2014. No assurance can be made that the BMA will deem that the Series F preferred shares constitute Tier 2 capital under the group supervision rules. In the event of a capital disqualification event, we would have the option to redeem for cash the Series F preferred shares at any time in whole or (subject to certain conditions) from time to time in part, at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date. In lieu of such redemption, we will be entitled to vary the terms of the Series F preferred shares or substitute for new securities the Series F preferred shares without your consent or approval to achieve desired regulatory capital treatment in the event that the BMA does not make such a determination, or following the occurrence of certain tax events, as described herein, subject to the limitations described herein, each as described in this prospectus supplement. See Description of the Series F Non-Cumulative Redeemable Preferred Shares Substitution or Variation .

Table of Contents**SUMMARY CONSOLIDATED AND OTHER FINANCIAL DATA**

The following table sets forth summary consolidated financial and other data of PartnerRe. The year-end financial data has been derived from our audited financial statements, which have been audited by Deloitte & Touche Ltd. The financial and other data for the interim periods has been derived from our unaudited financial statements and include, in the opinion of management, all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the financial data. The results for the interim periods do not necessarily indicate the results to be expected for the full fiscal year. As our reinsurance operations are exposed to low-frequency high-severity risk events, some of which are seasonal, results for certain periods may include unusually low loss experience, while results for other periods may include significant catastrophic losses. The Statement of Operations data reflects the results of PARIS RE Holdings Limited from October 2, 2009, the date we acquired it. You should read the following information in conjunction with our financial statements and the related notes and the other financial and statistical information that is included or incorporated by reference in this prospectus.

	Nine Months Ended		Year Ended December 31,		
	2012	2011	2011	2010	2009
	(in millions of U.S. dollars or common shares, except per share data and ratios)				
Statement of Operations data:					
Gross premiums written	\$ 3,787	\$ 3,735	\$ 4,633	\$ 4,885	\$ 4,001
Net premiums written	3,652	3,606	4,486	4,705	3,949
Net premiums earned	3,318	3,466	4,648	4,776	4,120
Net investment income	436	474	629	673	596
Net realized and unrealized investment gains (losses)	488	(8)	67	402	591
Net realized gain on purchase of capital efficient notes					89
Other income	8	5	8	10	22
Total revenues	4,250	3,937	5,352	5,861	5,418
Losses and loss expenses and life policy benefits	2,004	3,303	4,373	3,284	2,296
Total expenses	3,055	4,369	5,797	4,892	3,635
Income (loss) before taxes and interest in earnings (losses) of equity investments	1,195	(432)	(445)	969	1,783
Income tax expense	181	66	69	129	262
Interest in earnings (losses) of equity investments	9	(5)	(6)	13	16
Net income (loss)	\$ 1,023	\$ (503)	\$ (520)	\$ 853	\$ 1,537
Basic net income (loss) per common share	\$ 15.34	\$ (7.88)	\$ (8.40)	\$ 10.65	\$ 23.93
Diluted net income (loss) per common share	\$ 15.19	\$ (7.88)	\$ (8.40)	\$ 10.46	\$ 23.51
Dividends declared and paid per common share	\$ 1.86	\$ 1.75	\$ 2.35	\$ 2.05	\$ 1.88
Weighted average number of common shares and common share equivalents outstanding	64.3	67.8	67.6	78.2	63.9
Non-life ratios:					
Loss ratio	55.9%	98.2%	96.7%	65.9%	52.7%
Acquisition ratio	22.3%	21.3%	21.3%	21.3%	21.9%
Other operating expense ratio	6.9%	7.2%	7.4%	7.8%	7.2%
Combined ratio	85.1%	126.7%	125.4%	95.0%	81.8%

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	As of September 30,		As of December 31,		
	2012	2011	2011	2010	2009
	(in millions of U.S. dollars or common shares, except per share data)				
Balance Sheet data:					
Total investments, funds held directly managed and cash and cash equivalents	\$ 18,437	\$ 18,186	\$ 17,898	\$ 18,181	\$ 18,165
Total assets	23,640	23,619	22,855	23,364	23,733
Unpaid losses and loss expenses and policy benefits for life and annuity contracts	12,464	13,031	12,919	12,417	12,427
Debt related to senior notes	750	750	750	750	250
Debt related to capital efficient notes	71	71	71	71	71
Total shareholders equity	7,079	6,708	6,468	7,207	7,646
Diluted book value per common share and common share equivalents outstanding	\$ 99.54	\$ 85.26	\$ 84.82	\$ 93.77	\$ 84.51
Number of common shares outstanding, net of treasury shares	61.4	67.7	65.3	70.0	82.6

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We estimate that our net proceeds from this offering, after deducting our expenses and underwriting discounts, will be approximately \$ million (or approximately \$ million if the underwriters exercise their over-allotment option in full). We intend to use the net proceeds for general corporate purposes, including the redemption of \$ aggregate liquidation value of our outstanding Series C preferred shares at an aggregate redemption price equal to the aggregate liquidation preference of the Series C preferred shares to be redeemed, plus accumulated and unpaid dividends thereon, if any, to the redemption date, without interest. At September 30, 2012, the aggregate liquidation value of all outstanding Series C preferred shares was \$290 million.

RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE SHARE DIVIDENDS

For purposes of computing the following ratios, earnings consist of net income or loss before income tax expense plus fixed charges to the extent that these charges are included in the determination of net income or loss and exclude undistributed earnings or losses of equity investments. Fixed charges consist of interest costs plus one-third of minimum rental payments under operating leases (estimated by management to be the interest factor of such rentals).

	Nine Months			Year Ended		
	Ended			December 31,		
	September 30,	2011	2010	2009	2008	2007
	2012					
Ratio of Earnings to Combined Fixed Charges and Preference Share Dividends	12.69x	NM(1)	10.32x	25.30x	1.30x	9.49x

- (1) NM: Not meaningful. The ratio for the year ended December 31, 2011 above is not meaningful due to the net loss reported for this period which was impacted by large catastrophic losses, including the Japan earthquake and resulting tsunami, the February and June New Zealand earthquakes, the floods in Thailand, the U.S. tornadoes, the floods in Queensland, Australia and aggregate contracts covering losses in Australia and New Zealand. Further information regarding the impact of these catastrophic losses on our financial results can be found in the documents incorporated by reference in this prospectus supplement. Additional earnings of \$492.0 million would be necessary to result in a one-to-one coverage ratio for the ratio of earnings to combined fixed charges and preference share dividends.

Table of Contents**CAPITALIZATION**

The following table sets forth, as of September 30, 2012, our long-term debt and capitalization on an actual basis and as adjusted to give effect to our sale of the Series F preferred shares in this offering (assuming no exercise of the underwriters' over-allotment option) and the application of the net proceeds thereof to redeem \$ aggregate liquidation value of our outstanding Series C preferred shares. The historical actual basis and as adjusted basis do not reflect any adjustments related to subsequent or anticipated events. You should read this table in conjunction with our historical consolidated financial statements and the other financial and statistical information that are included or incorporated by reference in this prospectus supplement and the accompanying prospectus. See [Where You Can Find More Information](#).

	As of September 30, 2012	
	Actual	As Adjusted
	(unaudited, in millions)	
	of U.S. dollars)	
Debt related to senior notes	\$ 750	\$ 750
Debt related to capital efficient notes	63	63
Shareholders' equity:		
Common shares (par value \$1.00; 85,204,067 shares issued and outstanding)	85	85
Preferred shares:		
Series C cumulative preferred shares (par value \$1.00; 11,600,000 shares issued and outstanding; aggregate liquidation value \$290)	12	
Series D cumulative preferred shares (par value \$1.00; 9,200,000 shares issued and outstanding; aggregate liquidation value \$230)	9	9
Series E cumulative preferred shares (par value \$1.00; 15,000,000 shares issued and outstanding; aggregate liquidation value \$374)	15	15
Series F non-cumulative preferred shares (par value \$1.00; shares issued and outstanding; aggregate liquidation value \$) offered hereby		
Additional paid-in capital	3,841	
Accumulated other comprehensive income	17	17
Retained earnings	4,894	4,894
Common shares held in treasury, at cost (23,837,410 shares)	(1,794)	(1,794)
Total shareholders' equity	\$ 7,079	\$
Total capitalization	\$ 7,892	\$

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The description of the terms and provisions of the Series F Non-Cumulative Redeemable Preferred Shares, par value \$1.00 per share (the Series F preferred shares), in this prospectus supplement is not complete and is subject to, and qualified in its entirety by reference to, the terms and provisions of the Bye-Laws and the Certificate of Designation. A copy of the Bye-Laws is filed as an exhibit to the Current Report of the Company on Form 8-K dated May 28, 2009, and deemed incorporated into the registration statement of which this prospectus supplement is a part. The Certificate of Designation will be filed with the Securities and Exchange Commission (the SEC) as an exhibit to a Current Report of the Company on Form 8-K and, upon filing, will be deemed incorporated into that registration statement. See Material Bermuda and United States Federal Income Tax Consequences for a summary of the taxation of the holders of the Series F preferred shares under current law.

General

When issued and paid for as contemplated by this prospectus supplement, the Series F preferred shares will be duly authorized, validly issued and fully paid. The holders of the Series F preferred shares will have no preemptive rights with respect to any of our common shares or any of our other securities convertible into or carrying rights or options to purchase any such shares. The Series F preferred shares will not be subject to any sinking fund or other obligation on our part to redeem or retire the Series F preferred shares. Unless we redeem them, the Series F preferred shares will have a perpetual term with no maturity.

Our board of directors may from time to time create and issue additional preferred shares without the approval of our shareholders and fix their relative rights, preferences and limitations. The alteration of the special rights attached to the Series F preferred shares requires the approval of their holders. See Voting Rights. As of September 30, 2012, we had issued and outstanding \$290 million of Series C Cumulative Redeemable Preferred Shares (the Series C preferred shares), \$230 million of Series D Cumulative Redeemable Preferred Shares (the Series D preferred shares) and \$374 million of Series E Cumulative Redeemable Preferred Shares (the Series E preferred shares and together with the Series C preferred shares and the Series D preferred shares, the cumulative shares).

We intend to use the net proceeds of this offering for general corporate purposes, including the redemption of \$ aggregate liquidation value of our outstanding Series C preferred shares at an aggregate redemption price equal to the aggregate liquidation preference of the Series C preferred shares to be redeemed, plus accrued and unpaid dividends thereon, if any, to the redemption date, without interest. See Use of Proceeds in this prospectus supplement.

Dividend Rights; Ranking

Holders of the Series F preferred shares will be entitled to receive, when, as and if declared by our board of directors out of funds legally available for the payment of dividends, non-cumulative preferential cash dividends in an amount per share equal to % of the liquidation preference per annum (equivalent to \$ per share). Such dividends will be payable quarterly, when, as and if declared by the board of directors, on the first day of March, June, September and December of each year, commencing on June 1, 2013 (each, a Dividend Payment Date); provided, however, that if any Dividend Payment Date falls on any day other than a business day (defined as any day other than a Saturday, Sunday or a day on which banking institutions in Hamilton, Bermuda, or New York, New York are not required to be open), the dividend payment due on such Dividend Payment Date will be paid on the business day immediately after such Dividend Payment Date. The first dividend, if declared, which will be payable on June 1, 2013, will represent the period from and including the original issue date up to and excluding June 1, 2013. The dividend for such dividend period and any other dividend payable on the Series F preferred shares for any partial dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends will be payable to holders of record as they appear in our register of members at the close of business on the tenth calendar day immediately preceding such Dividend Payment Date, whether or not a business day (each, a Dividend Record Date).

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Dividends on the Series F preferred shares will not be cumulative. Accordingly, if the board of directors of PartnerRe Ltd., or a duly authorized committee of the board, does not declare a dividend on the Series F preferred shares payable in respect of any dividend period before the related dividend payment date, such dividend will not accrue and will not be payable and we will have no obligation to pay a dividend for that dividend period on the dividend payment date or at any future time, whether or not dividends are declared for any future dividend period on the Series F preferred shares or any other preferred shares.

Our board of directors will not declare any dividends on the Series F preferred shares nor will we pay or set apart for payment any dividends at such time as the terms and provisions of any of our agreements, including any agreement relating to our indebtedness, prohibit such declaration, payment or setting apart for payment or provide that such action would constitute a breach of or default under such agreement, or if such action is restricted or prohibited by law. Holders of our Series F preferred shares will not be entitled to any dividends in excess of dividends actually declared by our board. No interest, or sum of money in lieu of interest, will be payable in respect of any undeclared or declared but unpaid dividends on our Series F preferred shares.

Parity shares are any class or series of our shares whose holders are entitled to receive dividends and amounts distributable upon liquidation, dissolution or winding up along with the Series F preferred shares, each in proportion to their respective amounts of declared but unpaid or accrued and unpaid dividends per share or liquidation preferences, without preference or priority of one over the other. As of the date of this prospectus, the Series C preferred shares, the Series D preferred shares and the Series E preferred shares are the only classes or series of parity shares outstanding. Future series of preferred shares that we may issue from time to time may be considered to be on parity with the Series F preferred shares offered hereby.

Fully junior shares are common shares or any other class or series of our shares ranking junior to the Series F preferred shares both as to dividends and as to the distribution of assets upon any liquidation, dissolution or winding up of the Company.

Junior shares are common shares or any other class or series of our shares ranking junior to the Series F preferred shares either as to dividends or as to the distribution of assets upon any liquidation, dissolution or winding up of the Company.

If any of the Series F preferred shares are outstanding, no dividends or other distributions will be declared or paid or set apart for payment on any class or series of parity shares for any period unless either (i) dividends have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for such payments on the Series F preferred shares for the latest completed dividend period, and, in the case of the cumulative shares, for all dividend periods terminating on or prior to the dividend payment date on such cumulative shares, or (ii) all dividends declared upon the Series F preferred shares and any class or series of parity shares are declared pro rata so that the amount of dividends declared per share on the Series F preferred shares and any class or series of parity shares will in all cases bear to each other the same ratio that unpaid dividends (whether accrued but unpaid or declared but unpaid) per share on the Series F preferred shares and such class or series of parity shares bear to each other.

In addition, if any of the Series F preferred shares are outstanding, unless dividends on the Series F preferred shares and any parity shares have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for payment for the latest completed dividend period, and, in the case of the cumulative shares, for all past dividend periods, no dividends (other than those paid in fully junior shares) will be declared or paid or set apart for payment and no other distribution will be declared or paid or set apart for payment on any junior shares, nor will any junior shares be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of common shares made for purposes of any employee incentive or benefit plan of the Company or any subsidiary) for any consideration (or any moneys be paid to or made available for a sinking fund or the redemption of any common shares or any other junior shares) by us (except by conversion into or exchange for fully junior shares).

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Certain Bermuda Law Restrictions on Payment of Dividends and Redemption of Shares

Under Bermuda law, we may not lawfully declare or pay a dividend unless there are reasonable grounds for believing that we are, or will after payment of the dividend be, able to pay our liabilities as they become due, and that the realizable value of our assets will, after payment of the dividend, be greater than our liabilities.

In addition, under Bermuda law, no redemption of the Series F preferred shares may be effected if, on the date that the redemption is to be effected, we have reasonable grounds for believing that we are, or after the redemption would be, unable to pay our liabilities as they become due. In addition, if the redemption price is to be paid out of funds otherwise available for dividends or distributions, no redemption may be made if the realizable value of our assets would thereby be less than our liabilities.

Further, as the BMA is our group supervisor for insurance group solvency and reporting requirements, we may not be able to declare or pay a dividend on the Series F preferred shares or effect any redemption of Series F preferred shares if we are or, after giving effect to such payment, would be in breach of the Insurance Act, the Insurance (Eligible Capital) Rules 2012, the Insurance (Prudential Standards) (Insurance Group Solvency Requirement) Rules 2011, including the enhanced capital requirements or the group enhanced capital requirements contained within such rules or under such other applicable rules and regulations as may from time to time be issued by the BMA (or any successor agency or then-applicable regulatory authority) pursuant to the terms of the Insurance Act, or any successor legislation. On November 14, 2012, the BMA advised that the enhanced capital requirements for insurance groups has been suspended until January 1, 2014 pending further market consultation.

Payment of Additional Amounts

We will make all payments on the Series F preferred shares free and clear of and without withholding or deduction at source for, or on account of, any present or future taxes, fees, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Bermuda or any other jurisdiction in which PartnerRe Ltd. is organized or any political subdivision or taxing authority thereof or therein (a Taxing Jurisdiction), unless such taxes, fees, duties, assessments or governmental charges are required to be withheld or deducted by (x) the laws (or any regulations or rulings promulgated thereunder) of a Taxing Jurisdiction or (y) an official position regarding the application, administration, interpretation or enforcement of any such laws, regulations or rulings (including, without limitation, a holding by a court of competent jurisdiction or by a taxing authority in a Taxing Jurisdiction). If a withholding or deduction at source is required by either (x) or (y), we will, subject to certain limitations and exceptions described below, pay to the holders of the Series F preferred shares such additional amounts as dividends as may be necessary so that the net amounts paid will be equal to the amounts we would otherwise have been required to pay had no such withholding or deduction been required.

We will not be required to pay any additional amounts for or on account of:

(1) any tax, fee, duty, assessment or governmental charge of whatever nature that would not have been imposed but for the fact that such holder was a resident, domiciliary or national of, or engaged in business or maintained a permanent establishment or was physically present in, the relevant taxing jurisdiction or any political subdivision thereof or otherwise had some connection with the relevant taxing jurisdiction other than by reason of the mere ownership of, or receipt of payment under, such Series F preferred shares;

(2) any Series F preferred shares presented for payment more than 30 days after the Relevant Date. The Relevant Date means, in respect of any payment, the date on which such payment first becomes due and payable, but if the full amount of the moneys payable has not been received by the dividend disbursing agent on or prior to such due date, it means the first date on which, the full amount of such moneys having been so received and being available for payment to holders, notice to that effect will have been duly given to the holders of the Series F preferred shares;

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(3) any estate, inheritance, gift, sale, transfer, personal property or similar tax, assessment or other governmental charge or any tax, assessment or other governmental charge that is payable otherwise than by withholding or deduction from payment of the liquidation preference;

(4) any tax, fee, duty, assessment or other governmental charge that is imposed or withheld by reason of the failure by the holder of such Series F preferred shares to comply with any reasonable request by us addressed to the holder within 90 days of such request (a) to provide information concerning the nationality, residence or identity of the holder or (b) to make any declaration or other similar claim or satisfy any information or reporting requirement, which is required or imposed by statute, treaty, regulation or administrative practice of the relevant taxing jurisdiction or any political subdivision thereof as a precondition to exemption from all or part of such tax, fee, duty, assessment or other governmental charge;

(5) any withholding or deduction required to be made pursuant to any EU Directive on the taxation of savings implementing the conclusions of the ECOFIN Council meetings of 26-27 November 2000, 3 June 2003 or any law implementing or complying with, or introduced in order to conform to, such EU Directive; or

(6) any combination of items (1), (2), (3), (4) and (5).

In addition, we will not pay additional amounts with respect to any payment on any such Series F preferred shares to any holder who is a fiduciary, partnership, limited liability company or other pass-through entity other than the sole beneficial owner of such Series F preferred shares if such payment would be required by the laws of the relevant taxing jurisdiction (or any political subdivision or relevant taxing authority thereof or therein) to be included in the income for tax purposes of a beneficiary or partner or settlor with respect to such fiduciary or a member of such partnership, limited liability company or other pass-through entity or a beneficial owner to the extent such beneficiary, partner or settlor would not have been entitled to such additional amounts had it been the holder of the Series F preferred shares.

If there is a substantial probability that we or any successor corporation would become obligated to pay any additional amounts as a result of a change in tax law, we will also have the option to redeem the Series F preferred shares as described in Tax Redemption below.

Liquidation Preference

Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company, the holders of the Series F preferred shares will be entitled to receive from our assets legally available for distribution to shareholders, \$25.00 per share, plus dividends declared but unpaid thereon, if any, to the date of final distribution to such holders, before any distribution is made to holders of our common shares and any other class or series of junior shares.

After payment of the full amount of the liquidating distributions to which they are entitled, the holders of our Series F preferred shares will have no right or claim to any of our remaining assets. In the event that, upon any such voluntary or involuntary liquidation, dissolution or winding up, our available assets are insufficient to pay the amount of the liquidating distributions on all outstanding Series F preferred shares and the corresponding amounts payable on all classes or series of parity shares, then the holders of the Series F preferred shares and all such classes or series of parity shares will share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

If liquidating distributions will have been made in full to all holders of the Series F preferred shares and all classes or series of parity shares, our remaining assets will be distributed among the holders of our common shares or any other classes or series of our junior shares, according to their respective rights and preferences and in each case according to their respective number of shares. For such purposes, our consolidation, amalgamation or merger with or into any other entity, the sale, lease or conveyance of all or substantially all of our shares or property or business or a statutory share exchange will not be deemed to constitute a liquidation, dissolution or winding up of the Company.

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Redemption

Except as described below under **Capital Disqualification Redemption** or **Tax Redemption**, the Series F preferred shares are not redeemable prior to March 1, 2018. On and after such date, we, at our option upon not less than 30 nor more than 90 days written notice, may redeem the Series F preferred shares, in whole at any time or in part from time to time, for cash at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date. The Series F preferred shares will not be subject to any sinking fund or other obligation on our part to redeem or retire the Series F preferred shares. Holders of shares to be redeemed will surrender certificates, if any, for such shares at the place designated in such notice. In addition, holders of shares to be redeemed will be entitled to the redemption price and any declared but unpaid dividends payable to the redemption date.

If fewer than all of the outstanding Series F preferred shares are to be redeemed, we will determine the number of shares to be redeemed and such shares may be redeemed pro rata from the holders of record of such shares in proportion to the number of such shares held by such holders (with adjustments to avoid redemption of fractional shares), by lot or by any other method that we may deem equitable in our sole discretion.

Unless dividends on all the Series F preferred shares and all parity shares will have been declared and paid or declared and a sum sufficient for the payment thereof set apart for payment for the latest completed dividend period, and, in the case of the cumulative shares, for all past dividend periods, we may not redeem, purchase, or acquire Series F preferred shares or any parity shares, otherwise than pursuant to a purchase or exchange offer made on the same terms (other than in respect of arrearages on the cumulative shares) to all holders of Series F preferred shares and parity shares.

Notice of any redemption will be mailed at least 30 days but not more than 90 days before the redemption date to each holder of record of the Series F preferred shares to be redeemed at the address shown in our register of members. Each notice will state, as appropriate: (i) the redemption date; (ii) the number of Series F preferred shares to be redeemed; (iii) the redemption price (including any declared but unpaid dividends) and (iv) the place or places where certificates for the Series F preferred shares are to be surrendered for payment of the redemption price. If fewer than all of the Series F preferred shares are to be redeemed, the notice mailed to each such holder thereof will also specify the number of the Series F preferred shares to be redeemed from such holder. If we have given notice of redemption of any of the Series F preferred shares and set apart the funds necessary for such redemption in trust for the benefit of the holders of the Series F preferred shares so called for redemption, then from and after the redemption date, such Series F preferred shares will no longer be deemed to be outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price plus declared but unpaid dividends, if any.

The holders of the Series F preferred shares at the close of business on a Dividend Record Date will be entitled to receive the dividend payable with respect to such Series F preferred shares on the corresponding Dividend Payment Date notwithstanding the redemption thereof between such Dividend Record Date and the corresponding Dividend Payment Date or our default in the payment of the dividend due. Except as provided above, we will make no payment or allowance for declared but unpaid dividends on Series F preferred shares which have been called for redemption.

Capital Disqualification Redemption

We will have the option to redeem for cash the Series F preferred shares at any time in whole or from time to time in part, upon not less than 30 days nor more than 60 days prior written notice in accordance with the procedures described under **Redemption** above, at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date, within 90 days after we have reasonably determined that, as a result of (i) any amendment to, or change in, the laws or regulations of Bermuda that is enacted or becomes effective after the initial issuance

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of the Series F preferred shares; (ii) any proposed amendment to, or change in, those laws or regulations that is announced or becomes effective after the initial issuance of the Series F preferred shares; or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of the Series F preferred shares, a capital disqualification event (as defined below) has occurred; *provided* that any such redemption in part may only be made if (x) we have reasonably determined that the portion of the Series F preferred shares to be redeemed are the subject of the capital disqualification event and (y) after giving effect to such redemption, we have reasonably determined that a capital disqualification event will not exist with respect to the then-outstanding Series F preferred shares and such redemption will not result in the suspension or removal of the Series F preferred shares from NYSE listing.

As used in this prospectus supplement, a capital disqualification event has occurred if the Series F preferred shares cease to qualify, in whole or in part (including as a result of any transitional or grandfathering provisions), for purposes of determining our solvency margin, capital adequacy ratios or any other comparable ratios, regulatory capital resource or level of PartnerRe Ltd. or any member thereof, where subdivided into tiers, as Tier 2 Capital securities under then-applicable capital adequacy regulations imposed upon us by the BMA (or any successor agency or then-applicable regulatory authority), which, includes our Enhanced Capital Requirements (as defined in the Bermuda capital regulations), except as a result of any applicable limitation on the amount of such capital.

Tax Redemption

We will have the option to redeem for cash the Series F preferred shares at any time in whole or from time to time in part, upon not less than 30 days nor more than 60 days prior written notice in accordance with the procedures described under Redemption above, at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date, if as a result of a change in tax law there is a substantial probability that PartnerRe Ltd. or any successor would be required to pay any additional amounts with respect to the Series F preferred shares and the payment of those additional amounts cannot be avoided by the use of any reasonable measures available to us or any successor corporation.

A change in tax law that would trigger the provisions of the preceding paragraph would be (a) a change in or amendment to laws, regulations or rulings of any jurisdiction, political subdivision or taxing authority described in the next sentence, (b) a change in the official application or interpretation of those laws, regulations or rulings, (c) any execution of or amendment to any treaty affecting taxation to which any jurisdiction, political subdivision or taxing authority described in the next sentence is party or (d) a decision rendered by a court of competent jurisdiction in Bermuda or any taxing jurisdiction or any political subdivision described in the next sentence, whether or not such decision was rendered with respect to us, in each case described in (a)-(d) above occurring after the date of this prospectus supplement. The jurisdictions, political subdivisions and taxing authorities referred to in the previous sentence are (a) Bermuda or any political subdivision or governmental authority of or in Bermuda with the power to tax, (b) any jurisdiction from or through which we or our dividend disbursing agent are making payments on the Series F preferred shares or any political subdivision or governmental authority of or in that jurisdiction with the power to tax or (c) any other jurisdiction in which PartnerRe Ltd. or a successor is organized or generally subject to taxation or any political subdivision or governmental authority of or in that jurisdiction with the power to tax.

In addition, we will have the option to redeem for cash any or all Series F preferred shares at any time in whole or from time to time in part, upon not less than 30 days nor more than 60 days prior written notice in accordance with the procedures set forth under Redemption above, at a redemption price of \$25.00 per share, plus an amount equal to the portion of the quarterly dividend attributable to the then-current dividend period to, but excluding, the redemption date, if there is a substantial probability that the entity formed by a consolidation, merger or amalgamation involving us or the entity to which we convey, transfer or lease substantially all our properties and assets will be required to pay additional amounts in respect of any tax, assessment or governmental charge imposed on any holder of Series F preferred shares as a result of a change in

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tax law that occurred after the date of the consolidation, merger, amalgamation, conveyance, transfer or lease and the payment of those additional amounts cannot be avoided by the use of any reasonable measures available to PartnerRe Ltd. or any successor corporation.

Substitution or Variation

In lieu of a redemption upon a capital disqualification event as described under **Capital Disqualification Event** or a redemption upon a tax event as described under **Tax Redemption** above, upon or following such capital disqualification event or tax event, we may, without the consent of any holders of the Series F preferred shares, vary the terms of the Series F preferred shares, or exchange them for new securities, that (1) in the case of a capital disqualification event, for purposes of determining the solvency margin, capital adequacy ratios or any other comparable ratios, regulatory capital resource or level of PartnerRe Ltd. or any member thereof, where subdivided into tiers, would cause the Series F preferred shares to become securities that qualify as Tier 2 Capital securities under then-applicable capital adequacy regulations imposed upon us by the BMA (or any successor agency or then-applicable regulatory authority), which includes our Enhanced Capital Requirements (as defined in the Bermuda capital regulations) or (2) in the case of a tax event, would eliminate the substantial probability that we or any successor corporation would be required to pay any additional amounts with respect to the Series F preferred shares as a result of a change in tax law. In either case, the terms of the varied securities or new securities considered in the aggregate cannot be less favorable to holders than the terms of the Series F preferred shares prior to being varied or exchanged; *provided* that no such variation of terms or securities received in exchange will change the specified denominations, or the amount of dividends payable on, the redemption dates (other than any extension of the period during which an optional redemption may not be exercised by the Company) or currency of, the Series F preferred shares, reduce the liquidation preference thereof, lower the ranking of the securities, reduce the voting threshold for the issuance of senior stock or change the foregoing list of items that may not be so amended as part of such variation or exchange. Further, no such variation of terms or securities received in exchange will impair the right of a holder of the securities to institute suit for the payment of any amounts due (as provided under the Certificate of Designation), but unpaid with respect to such holder's securities.

Prior to any variation or exchange, we will be required to (1) receive an opinion of independent legal advisers of recognized standing to the effect that holders and beneficial owners of the Series F preferred shares (including as holders and beneficial owners of the varied or exchanged securities) will not recognize income, gain or loss for United States federal income tax purposes as a result of such variation or exchange and will be subject to United States federal income tax on the same amounts, in the same manner and at the same times as would have been the case had such variation or exchange not occurred and (2) deliver a certificate signed by two executive officers of PartnerRe Ltd. to the transfer agent for the Series F preferred shares confirming that (a) a capital disqualification event or a tax event has occurred and is continuing (as reasonably determined by PartnerRe Ltd.) and (b) that the terms of the varied or new securities, considered in the aggregate, are not less favorable to holders than the terms of the Series F preferred shares prior to being varied or exchanged (as reasonably determined by PartnerRe Ltd.).

Any variation or exchange of the Series F preferred shares described above will be made after notice is given to the holders of the Series F preferred shares not less than 30 nor more than 60 days prior to the date fixed for variation or exchange, as applicable.

As used in this prospectus supplement, **capital adequacy regulations** means the solvency margin, capital adequacy regulations or any other regulatory capital rules applicable to us from time to time on an individual or group basis pursuant to Bermuda law and/or the laws of any other relevant jurisdiction and which set out the requirements to be satisfied by financial instruments to qualify as solvency margin or additional solvency margin or regulatory capital (or any equivalent terminology employed by the then applicable capital adequacy regulations).

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Voting Rights

Except as described below, the Series F preferred shares will have no voting rights. Whenever dividends have not been declared and paid on the Series F preferred shares or any class or series of non-cumulative parity shares in an amount equivalent to dividends for six full dividend periods (whether or not consecutive), then, immediately upon the happening of such event, the holders of the Series F preferred shares, together with the holders of shares of every class or series of non-cumulative parity shares, voting as a single class regardless of class or series, will have the right to elect two directors to our board of directors (which is composed of 12 members as of the date hereof). Whenever dividends on the Series F preferred shares and the non-cumulative parity shares then outstanding have been paid in full, or declared and sufficient funds have been set apart for payment, for at least four consecutive dividend periods, then the right of holders of the Series F preferred shares and the non-cumulative parity shares to be represented by directors will cease (but subject always to the same provision for the vesting of such rights in the case of any future non-payments in an amount equivalent to dividends for six full dividend periods), and the terms of office of the additional directors elected to our board will immediately terminate.

Holders of cumulative shares are entitled to two separate additional directors whenever dividends have not been declared and paid on such cumulative shares in an amount equivalent to dividends for six full dividend periods (whether or not consecutive) in accordance with the terms of the respective Certificates of Designation for such cumulative shares. Unlike the additional directors for the non-cumulative shares, the terms of office of the additional directors elected by holders of cumulative shares will cease whenever all arrearages in dividends on such cumulative shares then outstanding will have been paid and dividends thereon for then-current quarterly dividend period will have been declared and paid or declared and set apart for payment. Although the Series F preferred shares are parity shares with respect to the cumulative shares, and notwithstanding any provision of the Certificate of Designation of any series of cumulative shares, holders of the Series F preferred shares will not be entitled to vote with the holders of the cumulative shares for the election of additional directors in circumstances where the holders of cumulative shares are entitled to do so.

In the event we were to merge or amalgamate with another company, the holders of the Series F preferred shares are entitled to vote on such merger or amalgamation together with all other holders of our share capital pursuant to the Companies Act 1981 of Bermuda, as amended, provided that the holders of the Series F preferred shares would be entitled to vote as a separate class, if the merger or amalgamation agreement contains a provision that would constitute a variation of the rights of such Series F preferred shares.

In addition, except as set forth above under Substitution or Variation, without the written consent, or the sanction of a resolution passed at a separate meeting, of the holders of at least 75% of the Series F preferred shares at the time outstanding, we may not (i) make any amendment or alteration to, or repeal, any of the provisions of our Memorandum of Association, Bye-Laws or the Certificate of Designation that would vary the rights, preferences or voting powers of the holders of the Series F preferred shares; (ii) authorize any amalgamation, consolidation, merger or statutory share exchange that affects the Series F preferred shares, unless in each such case each Series F preferred share will remain outstanding with no variation in its rights, preferences or voting powers or will be converted i