

EVEREST RE GROUP LTD
Form SC 13D/A
March 11, 2014

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)*

EVEREST RE GROUP, LTD.
(Name of Issuer)

Common Shares, \$0.01 par value
(Title of Class of Securities)

G3223R108
(CUSIP Number)

Sanjoy Mukherjee
Senior Vice President, General Counsel and Secretary
Everest Re Group, Ltd.
Wessex House – 2nd Floor
45 Reid Street
P.O. Box HM 845
441-295-0006
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

February 19, 2014
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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

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

CUSIP No. G3223R108

1. Names of Reporting Persons EVEREST REINSURANCE HOLDINGS, INC. 22-3263609
 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions) WC, BK
 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)
 6. Citizenship or Place of Organization United States of America
- | | | |
|---|-----------------------|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7.
8.
9.
10. | Sole Voting Power 9,719,971 (See Item 5)
Shared Voting Power 0
Sole Dispositive Power 9,719,971 (See Item 5)
Shared Dispositive Power 0 |
|---|-----------------------|--|
11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,719,971
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11) 17.1%
 14. Type of Reporting Person (See Instructions) CO, OO

Introductory Statement

This Amendment No. 5 (this “Amendment”) amends the Schedule 13D initially filed on August 6, 2010 (the “Original Filing”), relating to the common shares, par value \$0.01, of Everest Re Group, Ltd. (“Group” or the “Issuer”). Information reported in the Original Filing remains in effect except to the extent that it is amended or superseded by information contained in this Amendment.

Item 4. Purpose of Transaction.

The disclosure in Item 4 of this Schedule 13D is hereby amended and supplemented by adding the following statement after the final paragraph thereof:

Everest Reinsurance Holdings, Inc. (“Holdings”), an indirect wholly-owned subsidiary of Group, has not repurchased any additional Common Shares of Group since March 8, 2011.

However, due to Group’s continued repurchases of its own Common Shares through open market transactions pursuant to Group’s authorized share repurchase program, Holdings percentage ownership interest of Group Common Shares has increased to 17.1%.

Item 5. Interest in Securities of the Issuer.

The disclosure in Item 5 of this Schedule 13D is hereby amended and supplemented by adding the following statement after the final paragraph thereof:

As of February 19, 2014, Group had 56,775,668 Common Shares outstanding (net of Treasury shares repurchased) of which Holdings owns 9,719,971, or 17.1%, of the outstanding Common Shares. However, according to Group’s bye-laws, the total voting power of any shareholder owning more than 9.9% of the common shares will be reduced to 9.9% of the total voting power of the common shares.

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SIGNATURE

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

Date: March 11, 2014

EVEREST REINSURANCE HOLDINGS, INC.

By: /S/ SANJOY
MUKHERJEE
Sanjoy Mukherjee
Executive Vice President,
General Counsel
Chief Compliance Officer and
Secretary