

PLATINUM UNDERWRITERS HOLDINGS LTD

Form 8-A12B

October 18, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

PLATINUM UNDERWRITERS HOLDINGS, LTD.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

BERMUDA  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

NOT APPLICABLE  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

Platinum Underwriters Holdings, Ltd.  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda  
(441) 295-5950  
(Address of principal executive offices)

If this form relates to the registration of  
a class of securities pursuant to Section  
12(b) of the Exchange Act and is effective  
pursuant to General Instruction A.(c),  
check the following box.

If this form relates to the  
registration of a class of  
securities pursuant to  
Section 12(g) of the Exchange  
Act and is effective pursuant  
to General Instruction A.(d),  
check the following box.

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBERS TO WHICH THIS FORM  
RELATES: 333-99019 AND 333-99019-01.

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS  
TO BE SO REGISTERED  
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NAME OF EACH EXCHANGE ON WHICH  
EACH CLASS IS TO BE REGISTERED  
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EQUITY SECURITY UNITS

NEW YORK STOCK EXCHANGE, INC.

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby is the Equity Security Units of Platinum Underwriters Holdings, Ltd., a Bermuda corporation.

For a description of the Equity Security Units, reference is made to the Registration Statement on Form S-1 of Platinum Underwriters Holdings, Ltd. and Platinum Underwriters Finance, Inc. (Registration Nos. 333-99019 and 333-99019-01), filed with the Securities and Exchange Commission (the "Commission") on August 30, 2002, as amended by Amendment No. 1, filed with the Commission on September 24, 2002, and Amendment No. 2, filed with the Commission on October 15, 2002, and the form of preliminary prospectus for the Equity Security Units included therein, which description is incorporated herein by reference. Definitive copies of the prospectus describing the Equity Security Units will be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and shall be incorporated by reference into this Registration Statement on Form 8-A.

ITEM 2. EXHIBITS.

EXHIBIT NO -----	DESCRIPTION -----
(1)	Form of Indenture (incorporated by reference to Exhibit 4.2 of the Registration Statement on Form S-1 filed by Platinum Underwriters Holdings, Ltd and Platinum Underwriters Finance, Inc. on August 30, 2002 (File Nos. 333-99019 and 333-99019-01)).
(2)	Supplemental Indenture to the Indenture described in Exhibit 1 (incorporated by reference to Exhibit 4.3 of the Registration Statement on Form S-1 filed by Platinum Underwriters Holdings, Ltd and Platinum Underwriters Finance, Inc. on August 30, 2002 (File Nos. 333-99019 and 333-99019-01)).
(3)	Form of Note (included in Exhibit 2).
(4)	Form of Guarantee (included in Exhibit 2).
(5)	Purchase Contract Agreement (incorporated by reference to Exhibit 4.4 of the Registration Statement on Form S-1 filed by Platinum Underwriters Holdings, Ltd and Platinum Underwriters Finance, Inc. on August 30, 2002 (File Nos. 333-99019 and 333-99019-01)).
(6)	Pledge Agreement (incorporated by reference to

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Exhibit 4.5 of the Registration Statement on Form S-1 filed by Platinum Underwriters Holdings, Ltd and Platinum Underwriters Finance, Inc. on August 30, 2002 (File Nos. 333-99019 and 333-99019-01)).

- (7) Form of Normal Unit (included in Exhibit 5).
- (8) Form of Stripped Unit (included in Exhibit 5).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

PLATINUM UNDERWRITERS HOLDINGS, LTD.

By: /s/ JEROME T. FADDEN

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Name: Jerome T. Fadden  
Title: President and Chief Executive Officer

Date: October 18, 2002