

Flagstone Reinsurance Holdings Ltd  
Form 8-K  
September 30, 2008

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

\_\_\_\_\_  
FORM 8-K  
\_\_\_\_\_

CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 30, 2008

\_\_\_\_\_  
Flagstone Reinsurance Holdings Limited  
(Exact name of registrant as specified in its charter)  
\_\_\_\_\_

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Bermuda   | 001-33364                | 98-0481623                           |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (IRS Employer Identification<br>No.) |

Crawford House, 23 Church Street, Hamilton HM 11, Bermuda  
(Address of principal executive offices; zip code)

Registrant's telephone number, including area code: (441) 278-4300

(Former name or former address, if changed since last report): Not Applicable

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

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))

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ITEM DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
5.02(b) APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS.

On September 25, 2008, Marc Roston informed Flagstone Reinsurance Holdings Limited (the “Company”) that he will be resigning as a member of the board of directors of the Company. Mr. Roston ceased to be a member of board of directors effective as of September 29, 2008.

A copy of the press release dated September 29, 2008 announcing Mr. Roston’s decision is attached as Exhibit 99.1 to this report.

ITEM FINANCIAL STATEMENTS AND EXHIBITS.  
9.01.

(d) Exhibits:

Exhibit No. Description

99.1 Press release dated September 29, 2008.

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SIGNATURES

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

FLAGSTONE REINSURANCE HOLDINGS LIMITED

Date: September 30, 2008

By: /s/ William Fawcett  
Name: William Fawcett  
Title: General Counsel

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated September 29, 2008.

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