

RENAISSANCERE HOLDINGS LTD

Form 4

March 03, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fraser James Christopher

2. Issuer Name and Ticker or Trading Symbol
RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
RENAISSANCE HOUSE, 12
CROW LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Accounting Officer

PEMBROKE, D0 HM 19

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/01/2017 | | A ⁽¹⁾ | 1,795 | A \$ 0 | 5,012 | D |
| Common Stock | 03/01/2017 | | M | 864 | A <u>(2)</u> | 5,876 | D |
| Common Stock | 03/01/2017 | | D | 864 | D \$ <u>(2)</u> 150.35 | 5,012 | D |
| Common Stock | 03/01/2017 | | M | 557 | A <u>(2)</u> | 5,569 | D |
| | 03/01/2017 | | D | 557 | D | 5,012 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-----|------------|------------|-------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 150.35 | | | |
| | | | | | <u>(2)</u> | | | |
| Common Stock | 03/01/2017 | | M | 509 | A | <u>(2)</u> | 5,521 | D |
| Common Stock | 03/01/2017 | | D | 509 | D | \$ | 5,012 | D |
| | | | | | 150.35 | | | |
| | | | | | <u>(2)</u> | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(2)</u> | 03/01/2017 | | M | 864 | <u>(3)</u> | <u>(3)</u> | RNR Common Stock | 864 | \$ 0 |
| Restricted Stock Units | <u>(2)</u> | 03/01/2017 | | M | 557 | <u>(4)</u> | <u>(4)</u> | RNR Common Stock | 557 | \$ 0 |
| Restricted Stock Units | <u>(2)</u> | 03/01/2017 | | M | 509 | <u>(5)</u> | <u>(5)</u> | RNR Common Stock | 509 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | SVP, Chief Accounting Officer | |

Fraser James Christopher
RENAISSANCE HOUSE
12 CROW LANE
PEMBROKE, D0 HM 19

Signatures

/S/ Molly E. Gardner,
Attorney-in-Fact

03/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant of restricted common shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan. These shares will vest in four equal annual installments beginning on March 1, 2018.
- (2) Each cash-settled restricted stock unit was the economic equivalent of one share of the Issuer's common stock and they were settled in cash upon vesting.
- (3) These cash-settled restricted stock units were granted on March 1, 2013 under the Issuer's 2010 Restricted Stock Unit Plan (the "2010 Plan") and vest in four equal annual installments beginning on March 1, 2014.
- (4) These cash-settled restricted stock units were granted on March 20, 2015 under the Issuer's 2010 Plan and vest in four equal annual installments beginning on March 1, 2016.
- (5) These cash-settled restricted stock units were granted on March 15, 2016 under the Issuer's 2010 Plan and vest in four equal annual installments beginning on March 1, 2017.

Remarks:

Exhibit 24.1 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.