

RENAISSANCERE HOLDINGS LTD

Form 4

February 23, 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 *
O'Donnell Kevin

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres & Chief Executive Officer

RENAISSANCE HOUSE, 12 CROW LANE

(Street)

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

PEMBROKE, D0 HM 19

(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)
			Code	V	Amount or Price		
Common Stock	02/21/2017		D ⁽¹⁾⁽²⁾		1,913 D \$ 146.56		D
Common Stock	02/21/2017		D ⁽²⁾⁽³⁾		2,149 D \$ 146.56		D
Common Stock	02/21/2017		D ⁽⁴⁾⁽⁵⁾		3,077 D \$ 146.56		D
Common Stock	02/21/2017		D ⁽⁵⁾⁽⁶⁾		3,566 D \$ 146.56		D
Common Stock	02/21/2017		D ⁽⁵⁾⁽⁷⁾		3,888 D \$ 146.56		D

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Common Stock	02/21/2017	D ⁽⁵⁾⁽⁸⁾	334	D	\$ 146.56	208,597	D	
Common Stock	02/21/2017	F ⁽⁹⁾	518	D	\$ 146.56	208,079	D	
Common Stock	02/21/2017	F ⁽¹⁰⁾	582	D	\$ 146.56	207,497	D	
Common Stock	02/21/2017	F ⁽¹¹⁾	1,008	D	\$ 146.56	206,489	D	
Common Stock						1,079	I	by Partnership <u>(12)</u>

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

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(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)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODonnell Kevin RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19	X		Pres & Chief Executive Officer	

Signatures

/S/ Stephen H. Weinstein,
Attorney-in-Fact

02/23/2017

__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) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the fourth tranche of performance-based restricted shares granted to the reporting person on November 19, 2012 pursuant to the issuer's 2010 Performance-Based Equity Incentive Plan (the "Plan").

(2) The award consisted of four substantially equal tranches and the amount initially awarded represented the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vests at the expiration of the applicable service period is a function of the issuer's total shareholder return relative to a predetermined peer group of companies during a given calendar-year performance period, and is subject to the reporting person's continued employment through the expiration of the applicable service period. Shares that are no longer eligible to vest following the Compensation Committee's determination of total shareholder return for a performance period are immediately forfeited.

(3) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the fourth tranche of performance-based restricted shares granted to the reporting person on July 1, 2013 pursuant to the Plan.

(4) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on March 3, 2014 pursuant to the Plan.

(5) The award consisted of three substantially equal tranches and the amount initially awarded represented the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vests at the expiration of the applicable service period is a function of the issuer's total shareholder return relative to a predetermined peer group of companies during a given calendar-year performance period, and is subject to the reporting person's continued employment through the expiration of the applicable service period. Shares that are no longer eligible to vest following the Compensation Committee's determination of total shareholder return for a performance period are immediately forfeited.

(6) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the second tranche of performance-based restricted shares granted to the reporting person on February 27, 2015 pursuant to the Plan.

(7) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the first tranche of performance-based restricted shares granted to the reporting person on January 12, 2016 pursuant to the Issuer's 2001 Stock Incentive Plan as amended and restated June 1, 2002.

(8) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the first tranche of performance-based restricted shares granted to the reporting person on May 16, 2016 pursuant to the Issuer's 2016 Long-Term Incentive Plan.

(9) Shares withheld for payment of withholding taxes upon the vesting, on February 21, 2017, of performance-based restricted shares granted to the reporting person on November 19, 2012.

(10) Shares withheld for payment of withholding taxes upon the vesting, on February 21, 2017, of performance-based restricted shares granted to the reporting person on July 1, 2013.

(11) Shares withheld for payment of withholding taxes upon the vesting, on February 21, 2017, of performance-based restricted shares granted to the reporting person on March 3, 2014.

(12) These securities are owned and controlled by a family limited partnership for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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