SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* **ODonnell Kevin** (Last) (First) (Middle) **RENAISSANCE HOUSE** **12 CROW LANE** (Street) **PEMBROKE** **D0** **HM 19** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **RENAISSANCERE HOLDINGS LTD** [**RNR**] 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) **Pres & Chief Executive Officer** 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		F[1]		2,475	D	$146.1	177,966	D	
Common Stock	03/01/2019		F[2]		1,209	D	$146.1	176,757	D	
Common Stock	03/01/2019		F[3]		104	D	$146.1	176,653	D	
Common Stock	03/01/2019		F[4]		1,209	D	$146.1	175,444	D	
Common Stock	03/01/2019		F[5]		1,156	D	$146.1	174,288	D	
Common Stock	03/01/2019		A[6]		15,999	A	$0.00	190,287	D	
Common Stock	03/01/2019		A[7]		31,998	A	$0.00	222,285	D	
Common Stock								1,079	I	by Partnership[8]

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on February 27, 2015.

2. Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on January 12, 2016.

3. Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on May 16, 2016.

4. Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on March 1, 2017.

5. Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on March 1, 2018.

6. Grant of restricted common shares of the Issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan (the "2016 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2020.

7. Grant of performance-based restricted common shares of the Issuer pursuant to the 2016 Plan. These shares will vest following the expiration of the service period on December 31, 2021, subject to the satisfaction of service- and performance-based vesting conditions. The award consists of three substantially equal tranches. The amount awarded represents the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vest is a function of the issuer's growth in tangible book value per common share plus accumulated dividends ("TBVPS + AD") during a given calendar-year performance period (2019, 2020 or 2021), and is subject to the reporting person's continued employment through the expiration of the service period. If, following the Compensation Committee's determination of growth in TBVPS + AD for a performance period, there are shares that are no longer eligible to vest, those shares will be immediately forfeited.

8. 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.

Remarks:

/s/ Molly E. Gardner, Attorney-in-Fact   03/05/2019

** Signature of Reporting Person   Date

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

* 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).