

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ODonnell Kevin</u> (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>12 CROW LANE</u> (Street) <u>PEMBROKE</u> <u>D0</u> <u>HM 19</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD [RNR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres & Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/06/2019		D ⁽¹⁾⁽²⁾		5,346	D	\$141.62	198,969	D	
Common Stock	02/06/2019		D ⁽¹⁾⁽³⁾		459	D	\$141.62	198,510	D	
Common Stock	02/06/2019		D ⁽¹⁾⁽⁴⁾		6,535	D	\$141.62	191,975	D	
Common Stock	02/06/2019		D ⁽¹⁾⁽⁵⁾		7,026	D	\$141.62	184,949	D	
Common Stock	02/06/2019		D ⁽⁶⁾⁽⁷⁾		2,281	D	\$141.62	182,668	D	
Common Stock	02/06/2019		F ⁽⁸⁾		2,051	D	\$141.62	180,617	D	
Common Stock	02/06/2019		F ⁽⁹⁾		176	D	\$141.62	180,441	D	
Common Stock								1,079	I	by Partnership ⁽¹⁰⁾

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					

Explanation of Responses:

1. 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.
2. Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the third 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.
3. Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the third 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 (the "2016 LTI Plan").
4. Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the second tranche of performance-based restricted shares granted to the reporting person on March 1, 2017 pursuant to the 2016 LTI Plan.
5. Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the first tranche of performance-based restricted shares granted to the reporting person on March 1, 2018 pursuant to the 2016 LTI Plan.
6. Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the first tranche of performance-based restricted shares granted to the reporting person on May 14, 2018 pursuant to the 2016 LTI Plan.
7. 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 growth in tangible book value per common share plus accumulated dividends 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.
8. Shares withheld for payment of withholding taxes upon the vesting of performance-based restricted shares granted to the reporting person on January 12, 2016.
9. Shares withheld for payment of withholding taxes upon the vesting of performance-based restricted shares granted to the reporting person on May 16, 2016.
10. 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- 02/08/2019
in-Fact

** 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).

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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