FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-028							
Catimated average b	urdon							

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

37 0.5 hours per response:

Name and Address of Reporting Person* OD.						2. Issuer Name and Ticker or Trading Symbol RENAISSANCERE HOLDINGS LTD [5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
ODonnell Kevin												١ ١	X Dire	ctor	10% Own			vner		
(Fi	rst) ((Middle)				KAK J									title	Other (specify below)		specify		
Last) (First) (Middle) RENAISSANCE HOUSE					3. Date of Earliest Transaction (Month/Day/Year) 01/12/2016								Pres & Chief Executive Officer							
12 CROW LANE																				
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)							
OKE D	Œ D0 HM 19												X Form filed by One Reporting Person							
(0)	tota) ((7:5)											Form filed by More than One Reporting Person					rting		
(5	tate) (<u>Ζ</u> ιμ)																		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Date					Execution Date,							Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	(A) or (D)	Price	Transacti				(Instr	. 4)		
Common Stock ⁽¹⁾ 01/12/20					16					13,066	A	\$0.00	277,	485	I	D				
Common Stock ⁽²⁾ 01/12/20					16			A		32,665	A	\$0.00	310,150		D					
Common Stock													1,0	79		I by Partnership ⁽³⁾				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
Derivative Conversion Date Execut Security or Exercise (Month/Day/Year) if any				on Date, Transac Code (li				6. Date Exercisable and Expiration Date (Month/Day/Year)			Amoun			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)		
	(Fi SANCE HO W LANE OKE DO (S) Security (Inst Stock(1) Stock(2) Stock 2. Conversion or Exercise Price of Derivative	(First) (SANCE HOUSE W LANE OKE DO I Table Security (Instr. 3) Stock(1) Stock(2) Stock Table Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) SANCE HOUSE W LANE OKE D0 HM 19 (State) (Zip) Table I - N Security (Instr. 3) Stock Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) SANCE HOUSE W LANE OKE D0 HM 19 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transact Date (Month/Day) Stock(1) 01/12/2 Stock Table II - Derivat (e.g., p) 2. Table II - Derivat (e.g., p) Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	ell Kevin (First) (Middle) SANCE HOUSE W LANE OKE D0 HM 19 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock(1) 01/12/2016 Stock(2) 01/12/2016 Stock Table II - Derivative S (e.g., puts, common or Exercise Price of Derivative (Month/Day/Year) 2. Tansaction Date (Month/Day/Year) 3. Transaction Stock(2) 01/12/2016 Stock 3. Transaction Date (e.g., puts, common or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 8)	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Stock Stock	RENAISSA RNR] 3. Date of Earlies 01/12/2016 W LANE Table I - Non-Derivative Securitie Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock(1) Stock(2) Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (g.g., puts, calls, warra (honth/Day/Year) 2. 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If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Disposed Of, Or Beneficially Owned (Instr. 3) Stock Disposed Of, Or Beneficially Owned (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Stock Disposed Of, Or Beneficially Owned (Instr. 3) Disposed Of (D) (Instr. 3, 4 and 5) Stock Disposed Of, Or Beneficially Owned (Instr. 3) Stock Disposed Of, Or Beneficially Owned (Instr. 3) Disposed Of, Or Beneficially Owned (Instr. 3) Disposed Of, Or Beneficially Owned (Instr. 3) Stock Disposed Of, Or Beneficially Owned (Instr. 3) Disposed O		

Explanation of Responses:

- 1. Grant of restricted common shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. Amended and Restated 2001 Stock Incentive Plan, as amended (the "2001 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2017.
- 2. Grant of restricted common shares of the issuer pursuant to the 2001 Plan. These shares will vest following the expiration of the service period on December 31, 2018, subject to the satisfaction of serviceand 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 total shareholder return relative to the members of a predetermined peer group of companies during a given calendar-year performance period (2016, 2017 or 2018), 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 total shareholder return for a performance period, there are shares that are no longer eligible to vest, those shares will be immediately forfeited.
- 3. 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:

Exhibit List Exhibit 24 - Power of Attorney

/S/ Molly E. Gardner, 01/14/2016 Attorney-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.

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 Number.

Know all by these present that the undersigned hereby constitutes and appoints Stephen H. Weinstein, Jeffrey D. Kelly, Mark A. Wilcox, Molly E. Gardner, Nicholas J. West, Scott Gale and Kirsty A. Swart signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or employee of RenaissanceRe Holdings Ltd. or one of its subsidiaries (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of May, 2015.

/s/ Kevin J. O'Donnell Kevin J. O'Donnell