FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERS	HIP
---	-----

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person*  HENNES DUNCAN P					2. Issuer Name and Ticker or Trading Symbol RENAISSANCERE HOLDINGS LTD RNR									X I	Il applicable) Director Officer (give title		Owner (specify	
					3. Date of Earliest Transaction (Month/Day/Year) 03/01/2018													
(Street) PEMBROKE D0 HM 19 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									individual or Joint/Group Filing (Check Applicable ine)  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																		
Date					ar) E	Execution f any	ecution Date, iny							id Se Be	ecurities eneficially wned Following	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	Tr	ansaction(s)		(,	
Common Stock 03/01/					1/2018					1,099		A	\$0.00		2,042	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	on Date se (Month/Day/Year) Exect if any (Mon		tion Date, Tran			of Deriva Secur Acqui (A) or Dispo of (D) (Instr.	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amoun or Numbe		Derivat Securit	tive derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	SANCE HOVE LANE  OKE DO  (St.)  Stock  2.  Conversion or Exercise Price of Derivative	SANCE HOUSE V LANE  OKE D0 F  (State) (3  Table Stock  Table Stock  Table Stock  2. Conversion or Exercise Price of Date (Month/Day/Year) Derivative Stock	SANCE HOUSE V LANE  DKE D0 HM 19  (State) (Zip)  Table I - None Security (Instr. 3)  Stock  Table II - D  (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day (Month/Day)	SANCE HOUSE V LANE  DKE D0 HM 19  (State) (Zip)  Table I - Non-Deriv  Eccurity (Instr. 3)  2. Trans Date (Month/l  Stock  Table II - Derivat (e.g., pt  2. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  SANCE HOUSE V LANE  OKE D0 HM 19  (State) (Zip)  Table I - Non-Derivative Fiecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Price of Derivative SANCE HOUSE  (State) (Zip)  Table II - Derivative S (e.g., puts, compared Execution Date, if any (Month/Day/Year) (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 8. (Month/Day/Year)	(First) (Middle)  SANCE HOUSE V LANE  DKE D0 HM 19  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (e.g., puts, calls  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Concersion Oate (Instr. 3)  3. Transaction Date (Instr. 3)  4. Transaction Code (Instr. 3)	(First) (Middle)  SANCE HOUSE V LANE  DKE D0 HM 19  (State) (Zip)  Table I - Non-Derivative Securitie  Gecurity (Instr. 3)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra  2. Transaction Date (e.g., puts, calls, warra  (e.g., puts, calls, warra  2. Transaction Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Price of Derivative Securities (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Security  A. Transaction Code (Instr. 8)  Security (Instr. 4)  Security (Instr. 3)  A. Deemed Execution Date, if any (Month/Day/Year)  Security (Instr. 3)  A. Deemed Execution Date, if any (Month/Day/Year)  Security (Instr. 3)	(First) (Middle)  SANCE HOUSE V LANE  OKE D0 HM 19  (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  2. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year) of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  SANCE HOUSE V LANE  Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Discourity (Le.g., puts, calls, warrants, option:  (Month/Day/Year)  3. Date of Earliest Transaction (Month/Dayled)  4. If Amendment, Date of Original  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Reg., puts, calls, warrants, option:  2. Table II - Derivative Securities Acquired, Discouried (A) or Exercise Price of Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Reg., puts, calls, warrants, option:  3. Transaction (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Expiration (Month/Day/Year)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	(First) (Middle)  SANCE HOUSE V LANE  DKE D0 HM 19  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disponder (Month/Day/Year)  Fecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  03/01/2018  2A. Deemed Execution Date, if any (Month/Day/Year) (Code (Instr. 8))  Code (Instr. 8)  Table II - Derivative Securities Acquired, Disponder (e.g., puts, calls, warrants, options, cd  2. Conversion Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  Date Exercise Expiration Date (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date	(First) (Middle)  SANCE HOUSE V LANE  Table I - Non-Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertib (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertib (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertib (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertib (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertib (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transaction Ode (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date Execution Date (Month/Day/Year)  Execution Date (Month/Day/Year)  Date Expiration	(First) (Middle)  SANCE HOUSE V LANE  DKE D0 HM 19  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (Disposed Of (	(First) (Middle)  SANCE HOUSE V LANE  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Or Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  3. Transaction (Month/Day/Year) 4. Securities Acquired Execution Date, If any (Month/Day/Year) 5. Number of Date (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Derivative Securities Acquired (A) or Or Disposed of (D) (Instr. 4. Securities Acquired (Instr. 5. Number of Date (Instr. 4. Securities Acquired (Instr. 5. Number of Date (Instr. 4. Securities Acquired (Instr. 5. Number of Date (Instr. 4. Securities Acquired (Instr. 5. Number of Disposed of (D) (Instr. 4. Securities Acquired (Instr. 5. Number of Date (Instr. 4. Securities Acquired (Instr. 5. Number of Date (Instr. 4. Securities Acquired (Instr. 5. Number of Date (Instr. 5. Number of Date (Instr. 5. Number of Disposed Of (D) (Instr. 4. Securities Acquired (Instr. 5. Number of Date (Instr. 5. Nu	(First) (Middle) SANCE HOUSE V LANE  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (Code   V   Amount   (A) or (D) Price (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5)  4. Ascurities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5)	(First) (Middle) SANCE HOUSE VLANE    A. If Amendment, Date of Original Filed (Month/Day/Year)	Conversion or Exercise Price of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)   Code   V   Amount   (A) or   Price   Conversion or Exercise   Date (H.g., puts, calls, warrants, options, convertible securities   Conversion or Exercise   Date (Month/Day/Year)   Code (Instr. 3)   Code (Instr. 3	SANCE HOUSE   VLANE   SANCE HOUSE   VLANE   A. If Amendment, Date of Original Filed (Month/Day/Year)   S. Form filed by More than One Register from filed by More from One Register from Filed from From Direct (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 5) (Instr. 6) (Ins	

#### **Explanation of Responses:**

1. Grant of restricted shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long Term Incentive Plan. These shares will vest in three equal annual installments beginning on March 1, 2019.

## Remarks:

Molly E. Gardner, Attorney-in-03/02/2018 **Fact** 

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

# LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

#### POWER OF ATTORNEY

Know all by these present that the undersigned hereby constitutes and appoints Stephen H. Weinstein, James C. Fraser, Helen L. James, 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"), Form ID and 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 ID, 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 ID, 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 2nd day of August, 2017.

/s/ Duncan P. Hennes Duncan P. Hennes