FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average I | hurden | | | | | | | | |

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hours per response:

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

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

| Name and Address of Reporting Person* Sanders Carol P | | | | | RE | 2. Issuer Name and Ticker or Trading Symbol RENAISSANCERE HOLDINGS LTD RNR | | | | | | | | | | | | | | | |
|--|--|------|---|--------------------------------------|---|---|---------|---|--|---|---|---|--------------|----------|-----------------|---|---|---|--|--|--|
| (Last) (First) (Middle) RENAISSANCE HOUSE 12 CROW LANE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2020 | | | | | | | | | | Office below | er (give title w) | | other (elow) | specify | | |
| (Street) PEMBRO | DKE D | | HM19 (Zip) 4. If Amendment, Date of Or | | | | | | | Original Filed (Month/Day/Year) | | | | | | G. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | Tabl | e I - Nor | n-Deriv | ative | Se | curitie | s Acc | uired, | Disp | osed o | f, or | r Ben | eficia | ally | Owne | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/Date) | | | | | | Day/Year) if a | | 2A. Deemed Execution Date, f any Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | ities Acquired (A) d Of (D) (Instr. 3, | | | 4 and Secu | | cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | v | Amount | | (A) or (D) | Price | • | Transaction(s) (Instr. 3 and 4) | | | | (111311. 4) | | | | | |
| Common Stock 03/0: | | | | | 1/2020 |) | | | A ⁽¹⁾ | | 909 | | A \$0 | | 0 5,126 | | D | | | | |
| | | Та | ble II - D | | | | | | | | sed of, onvertib | | | | y Ov | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | rivative Conversion Date Execution Date curity or Exercise (Month/Day/Year) if any | | Date, | 4. Transaction Code (Instr. 8) | | of Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expiration (Month/Da | Date Exercisable and Expiration Date Month/Day/Year) Date Expiration Date Expiration Date Expiration Date | | Amount of Securities Underlying Derivative Security (Instr. and 4) | | ount nber | nt er | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Owner Form: Direct or Indi (I) (Ins | (D) rect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

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, 2021.

Remarks:

/S/ Molly E. Gardner, Attorney-in-Fact 03/03/2020

** 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.