SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

Brosnan Sean G			2. Date of Event Requiring Stater Month/Day/Yea 03/01/2017	ment	3. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD</u> [RNR]						
RENAISSSAN		(Middle)			4. Relationship of Reporting Pers (Check all applicable) Director		n(s) to Issue 10% Owne Other (spe	er (Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
12 CROW LAI (Street) PEMBROKE		HM 19			Х	below) Senior VP., Chief Inv	below)	· [0.11	licable Line) Form filed b Form filed b	/Group Filing (Check y One Reporting Person y More than One	
,	(State)	(Zip)							Reporting P	erson	
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					Amount of Securities 3. Ownership Seneficially Owned (Instr. 4) Form: Direct (I or Indirect (I) (Instr. 5)		cṫ (D) (Instr	4. Nature of Indirect Beneficial Ownership D) (Instr. 5)			
Common Stock						6,791 ⁽¹⁾	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
Expira			Expiration Da	Date Exercisable and xpiration Date Month/Day/Year)		3. Title and Amount of Securitie Underlying Derivative Security		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
Non-Qualified S	Stock Option (Right to Buy)	(2)	11/02/2017	R	NR Common Stock	5,587	59.66	D		

Explanation of Responses:

1. Represents unvested restricted shares which vest ratably in four equal annual installments from the respective grant dates.

2. These options were granted on November 2, 2007 under the Issuer's Amended and Restated 2001 Stock Incentive Plan and vested in four equal annual installments beginning on November 2, 2008. **Remarks:**

Exhibit 24.1 Power of Attorney

<u>/S/ Molly E. Gardner,</u> <u>Attorney-in-Fact</u>

03/01/2017

** 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 5 (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, 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 16th day of February, 2017.

/s/ Sean G. Brosnan

Sean G. Brosnan