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

Fraser James Christopher			Date of Event Requiring Stater Month/Day/Yea 01/01/2017	ment	3. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD</u> [RNR]							
(Last) (First) (Middle) RENAISSANCE HOUSE 12 CROW LANE						tionship of Reporting Perso all applicable) Director Officer (give title below)	10% Owne Other (spe below)	6 Owner er (specify w)		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) PEMBROKE	-	HM 19				SVP, Chief Accountin	ng Officer		Х		y One Reporting Person y More than One erson	
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock					3,217		D					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securi Underlying Derivative Securi		ty (Instr. 4) Conv or Ex		ersion ercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price of Derivati Security	ve	Direct (D) or Indirect (I) (Instr. 5)		
Restricted Stoc	k Units ⁽¹⁾		(2)	(2)	F	RNR Common Stock	2,038	(1)		D		
Restricted Stock Units ⁽¹⁾		(3)	(3)	F	RNR Common Stock	1,671	(1)		D			
Restricted Stoc	k Units ⁽¹⁾		(4)	(4)	F	RNR Common Stock	1,119	(1)		D		
Restricted Stock Units ⁽¹⁾		(5)	(5)	F	RNR Common Stock	864	(1)		D			

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive, upon vesting, a cash payment equal to the fair market value, on the vesting date, of one Common Share of the Issuer.

2. These restricted stock units were granted on March 15, 2016 under the Issuer's 2010 Restricted Stock Unit Plan and will vest in four equal annual installments beginning on March 1, 2017.

3. These restricted stock units were granted on March 20, 2015 under the Issuer's 2010 Restricted Stock Unit Plan and will vest in three equal installments on March 1, 2017, March 1, 2018 and March 1, 2019.

4. These restricted stock units were granted on March 3, 2014 under the Issuer's 2010 Restricted Stock Unit Plan and will vest in two equal installments on March 3, 2017 and March 3, 2018.

5. These restricted stock units were granted on March 1, 2013 under the Issuer's 2010 Restricted Stock Unit Plan and will vest on March 1, 2017.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/S/ Molly E. Gardner,

Attorney-in-Fact

** Signature of Reporting Person

01/06/2017

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.

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, Helen 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 December, 2016.

/S/James C. Fraser