

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>ODonnell Kevin</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD [RNR]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres & Chief Executive Officer</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2020</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| <u>RENAISSANCE HOUSE</u> <u>12 CROW LANE</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>PEMBROKE D0 HM 19</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock | 03/01/2020 | | F ⁽¹⁾ | | 1,209 | D | \$170.4 | 182,873 | D | |
| Common Stock | 03/01/2020 | | F ⁽²⁾ | | 104 | D | \$170.4 | 182,769 | D | |
| Common Stock | 03/01/2020 | | F ⁽³⁾ | | 1,209 | D | \$170.4 | 181,560 | D | |
| Common Stock | 03/01/2020 | | F ⁽⁴⁾ | | 1,156 | D | \$170.4 | 180,404 | D | |
| Common Stock | 03/01/2020 | | F ⁽⁵⁾ | | 546 | D | \$170.4 | 179,858 | D | |
| Common Stock | 03/01/2020 | | F ⁽⁶⁾ | | 1,480 | D | \$170.4 | 178,378 | D | |
| Common Stock | 03/01/2020 | | A ⁽⁷⁾ | | 13,717 | A | \$0 | 192,095 | D | |
| Common Stock | 03/01/2020 | | A ⁽⁸⁾ | | 27,434 | A | \$0 | 219,529 | D | |
| Common Stock | | | | | | | | 1,079 | I | by Partnership ⁽⁹⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on January 12, 2016.
- Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on May 16, 2016.
- Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on March 1, 2017.
- Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on March 1, 2018.
- Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on May 14, 2018.
- Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on March 1, 2019.
- Grant of restricted common shares of the Issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan (the "2016 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2021.
- Grant of performance-based restricted common shares of the Issuer pursuant to the 2016 Plan. These shares will vest following the expiration of the service period on December 31, 2022, subject to the satisfaction of service- and performance-based vesting conditions. The amount awarded represents the maximum potential achievable number of shares. The number of shares that ultimately vests is a function of the issuer's average growth in book value per common share plus accumulated dividends and average underwriting expense ratio as compared to peers during the three-year performance period, and is subject to the reporting person's continued employment through the expiration of the service period.
- 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:

/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.