SEC Form 3

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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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

1. Name and Address of Reporting Person <sup>*</sup> KELLY JEFFREY D			2. Date of Event Requiring Statement (Month/Day/Year) 07/06/2009	ment (Month/Day/Year) RENAISSANCERE HOLDINGS LTD [R					NR]		
(Last) (First) (Middle) RENAISSANCE HOUSE 8-20 EAST BROADWAY			X Officer (give title Othe		to Issuer 10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)				
(Street) PEMBROKE (City)	D0 (State)	HM 19 (Zip)							vidual or Joint/Group Filing (Check able Line) Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Table I. Non Doriva	l stive Sc	ourition Donof		wood				

#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)			3. Title and Amount of Securities Un Derivative Security (Instr. 4)	Conversion or Exercise	Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative (Instr. 5)	

### Explanation of Responses:

### Remarks:

On July 6, 2009, the Reporting Person, Mr. Jeffrey D. Kelly, commenced employment with the Issuer as its Executive Vice President and Chief Financial Officer. At this date, Mr. Kelly does not beneficially own any securities of the Issuer. In accordance with the Issuer's policies, a special restricted stock grant to Mr. Kelly having, at the time of grant, an aggregate fair market value of \$1,800,000, will be made on the third business day following the release date of the Issuer's financial results for the second fiscal quarter of 2009 (the "Grant Date"). The restricted stock will vest ratably over a four-year period commencing on the anniversary date of the Grant Date. Exhibit List: Exhibit 24 - Power of Attorney

No securities are beneficially owned.

/s/ Anthony E. Szydlowski,

07/09/2009

Attorney-in-Fact \*\* 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.

# CONFIRMING STATEMENT

This Statement confirms that the undersigned, Jeffrey D. Kelly, has authorized and designated each of Stephen H. Weinstein, Mark A. Wilcox, Diana R. Davies, Anthony E. Szydlowski, Andreas Hauer and Jacqui van Beelen (each with full power of substitution) to execute and file any Statements of Changes of Beneficial Ownership of Securities (on Form 3, Form 4 or Form 5) on the undersigned?s behalf (including any supplements or amendments thereto) that the undersigned is required to file with the U.S. Securities and Exchange Commission as a result of the undersigned?s ownership of or transactions in securities of RenaissanceRe Holdings Ltd. The authority of such persons under this Statement shall continue until July 9, 2019, unless earlier revoked in writing. The undersigned expressly acknowledges that none of the above persons is assuming any of the undersigned?s responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

Dated as of: July 9, 2009

Jeffrey D. Kelly

/s/ Jeffrey D. Kelly