

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>KELLY JEFFREY D</u> (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>12 CROW LANE</u> (Street) <u>PEMBROKE</u> <u>D0</u> <u>HM 19</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD [RNR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>EVP & CFO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	12/31/2013		D ⁽¹⁾		642	D	\$97.34	90,822	D	
Common Stock	12/31/2013		F ⁽²⁾		1,232	D	\$97.34	89,590	D	
Common Stock	12/31/2013		D ⁽³⁾		3,750	D	\$97.34	85,840 ⁽⁴⁾	D	

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Represents 642 Performance Shares cancelled from a maximum of 3,751 Performance Shares from the first tranche of the 2011 grant as a result of the Issuer's TSR for the calendar-year 2011 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See Remarks for additional detail.
2. Represents shares withheld by the Issuer in respect of payment of withholding tax liability incurred upon the vesting of Performance Shares from the first tranche of the 2011 grant. See Remarks for additional detail.
3. Represents cancellation of all of the shares originally comprising the second tranche of the 2011 grant as a result of the Issuer's TSR for the calendar-year 2012 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See remarks for additional detail.
4. Includes 3,746 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the Performance Share Plan until the time vesting requirement is met, at which point the shares will be cancelled.

Remarks:

On March 1, 2011 the Reporting Person was granted performance-based restricted Common Shares of the Issuer ("Performance Shares") subject to vesting upon the satisfaction of both time-based service and performance-based vesting conditions, specifically, the Issuer's total shareholder return ("TSR") during the three calendar years ending December 31, 2011, 2012 and 2013 relative to the members of a predetermined peer group of companies. In addition, vesting for all three tranches was further conditioned upon continued service through December 31, 2013. The number of Performance Shares initially granted represented the maximum number of Common Shares in which the holder could potentially vest upon the attainment of maximum performance criteria. In February 2012 and 2013, the Compensation Committee of the Board of Directors of the Company (the "Committee") determined the Issuer's relative TSR for the 2011 and 2012 calendar years, respectively. The Committee's determination with respect to the 2013 performance period for the third tranche of the 2011 grant will be made at the Committee's February 2014 meeting. On December 31, 2013, a portion of the Performance Shares of the 2011 grant vested as the service condition had been met. This Form reports (i) the cancellation in full of the second tranche of the 2011 grant as a result of the minimum performance not being achieved in respect of 2012, (ii) the cancellation of a portion of the Performance Shares from the first tranche of the 2011 grant due to the maximum performance criteria not being achieved in respect of 2011, and (iii) Performance Shares being withheld for taxes where applicable on the Performance Shares that vested from the first tranche of the 2011 grant.

/S/ Gareth S. Bahlmann, Attorney-in-Fact 01/03/2014

** 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.

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