

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>Wilcox Mark Alexander</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>12/15/2014</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>SVP, Chief Accounting Officer / Corporate Controller</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	12/15/2014		D ⁽¹⁾		4,001	D	\$95.76	74,160	D	
Common Stock	12/15/2014		D ⁽²⁾		1,786	D	\$95.76	72,374	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 cancellation of all of the shares originally comprising the first and second tranches of the 2012 grant as a result of the Issuer's Total Shareholder Return ("TSR") for the calendar-years 2012 and 2013 performance periods relative to the members of a predetermined peer group reflecting the Committee's determinations of the performance criteria for those tranches. See remarks for additional detail.
2. Represents cancellation of all of the shares originally comprising the first tranche of the 2013 grant as a result of the Issuer's TSR for the calendar-year 2013 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.

Remarks:

On March 1, 2012 and 2013, the Reporting Person was granted performance-based restricted Common Shares of the Issuer ("Performance Shares") pursuant to the Issuer's 2010 Performance-based Equity Incentive Plan (the "Plan"), subject to vesting upon the satisfaction of both time based service and performance-based vesting conditions. The number of Performance Shares initially granted to the Reporting Person represented the maximum number of Common Shares which could have vested to the Reporting Person upon the attainment of maximum performance criteria. As the minimum performance conditions were not met for calendar years 2012 and 2013, any tranches of performance-based restricted Common Shares relating to these periods are no longer eligible to be earned. Pursuant to a newly adopted amendment to the Plan (the "Amendment"), performance-based restricted Common Shares that are no longer eligible to be earned following the completion of an applicable time based service condition as a result of the maximum performance conditions not being achieved are cancelled at the time it is determined that the performance condition is not achieved. For the Performance Share grants above, a catch up cancellation in accordance with the Amendment was effected on December 15, 2014. This Form reports (i) the cancellation in full of the first and second tranches of the 2012 grant as a result of the minimum performance not being achieved in respect of 2012 and 2013 and (ii) the cancellation in full of the first tranche of the 2013 grant as a result of the minimum performance not being achieved in respect of 2013.

/s/ Gareth S. Bahlmann, Attorney-in-Fact 12/17/2014

** 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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