

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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* <u>ODonnell Kevin</u>  (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>12 CROW LANE</u>  (Street) <u>PEMBROKE D0 HM 19</u>  (City) (State) (Zip)	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 &amp; Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/18/2015		D <sup>(1)</sup>		5,230	D	\$103.44	255,722	D	
Common Stock	02/18/2015		D <sup>(2)</sup>		3,986	D	\$103.44	251,736	D	
Common Stock	02/18/2015		D <sup>(3)</sup>		4,570	D	\$103.44	247,166	D	
Common Stock	02/18/2015		D <sup>(4)</sup>		4,476	D	\$103.44	242,690	D	
Common Stock	02/18/2015		D <sup>(5)</sup>		6,411	D	\$103.44	236,279	D	
Common Stock								1,079	I	by Partnership <sup>(6)</sup>

**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:**

1. Represents cancellation of all of the shares originally comprising the third tranche of the March 1, 2012 grant as a result of the Issuer's Total Shareholder Return ("TSR") for the calendar year 2014 performance period relative to the members of a predetermined peer group reflecting the Committee's determinations of the performance criteria for that tranche. See remarks for additional detail.
2. Represents cancellation of all of the shares originally comprising the second tranche of the November 19, 2012 grant as a result of the Issuer's TSR for the calendar-year 2014 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.
3. Represents cancellation of all of the shares originally comprising the second tranche of the March 1, 2013 grant as a result of the Issuer's TSR for the calendar-year 2014 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. Represents cancellation of all of the shares originally comprising the second tranche of the July 1, 2013 grant as a result of the Issuer's TSR for the calendar-year 2014 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.
5. Represents cancellation of all of the shares originally comprising the first tranche of the March 3, 2014 grant as a result of the Issuer's TSR for the calendar-year 2014 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.
6. 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:**

On March 1, 2012, November 19, 2012, March 1, 2013, July 1, 2013 and March 3, 2014, 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, as amended (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 the 2014 calendar year, each tranche of performance-based restricted Common Shares relating to this period are no longer eligible to be earned. Pursuant to the terms of the Plan, 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. This Form reports (i) the cancellation in full of the third tranche of the March 1, 2012 grant as a result of the minimum performance not being achieved in respect of 2014, (ii) the cancellation in full of the second tranche of the November 19, 2012 grant as a result of the minimum performance not being achieved in respect of 2014, (iii) the cancellation in full of the second tranche of the March 1, 2013 grant as a result of the minimum performance not being achieved in respect of 2014, (iv) the cancellation in full of the second tranche of the July 1, 2013 grant as a result of the minimum performance not being achieved in respect of 2014 and (v) the cancellation in full of the first tranche of the March 3, 2014 grant as a result of the minimum performance not being achieved in respect of 2014.

/S/ Stephen H. Weinstein,  
Attorney-in-Fact

02/20/2015

\*\* 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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