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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>Todd Rider Fonner</u> (Last) (First) (Middle) RENAISSANCE HOUSE 12 CROW LANE (Street) PEMBROKE D0 HM 19 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP & CIO
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2015	
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	05/11/2015		M ⁽¹⁾		24,793	A	\$37.51	80,837	D	
Common Stock	05/11/2015		F ⁽¹⁾		15,175	D	\$104.87	65,662	D	
Common Stock	05/11/2015		M ⁽²⁾		18,811	A	\$44.3	84,473	D	
Common Stock	05/11/2015		F ⁽²⁾		12,250	D	\$104.87	72,223	D	
Common Stock	05/11/2015		M ⁽³⁾		13,535	A	\$42.66	85,758	D	
Common Stock	05/11/2015		F ⁽³⁾		8,686	D	\$104.87	77,072	D	
Common Stock	05/11/2015		M ⁽⁴⁾		17,368	A	\$47.98	94,440	D	
Common Stock	05/11/2015		F ⁽⁴⁾		11,679	D	\$104.87	82,761	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	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$37.51	05/11/2015		M ⁽¹⁾			24,793	11/04/2006 ⁽⁵⁾	11/04/2015	RNR Common Stock	24,793	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$44.3	05/11/2015		M ⁽²⁾			18,811	01/03/2007 ⁽⁶⁾	01/03/2016	RNR Common Stock	18,811	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$42.66	05/11/2015		M ⁽³⁾			13,535	03/21/2007 ⁽⁷⁾	03/21/2016	RNR Common Stock	13,535	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$47.98	05/11/2015		M ⁽⁴⁾			17,368	08/08/2007 ⁽⁸⁾	08/08/2016	RNR Common Stock	17,368	\$0.00	0	D	

Explanation of Responses:

- The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on November 4, 2005 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.
- The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on January 3, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.
- The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on March 21, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.
- The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on August 8, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.
- Vested in four equal annual installments beginning on November 4, 2006.
- Vested in four equal annual installments beginning on January 3, 2007.
- Vested in four equal annual installments beginning on March 21, 2007.
- Vested in four equal annual installments beginning on August 8, 2007.

Remarks:

See attached footnotes page.

/s/ Todd R. Fonner

05/13/2015

** Signature of Reporting Person

Date

* 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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