

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 D0 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>09/15/2016</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, COO and CFO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	09/15/2016		F ⁽¹⁾		3,509	D	\$118.38	67,219	D	
Common Stock	09/15/2016		F ⁽²⁾		4,145	D	\$118.38	63,074	D	
Common Stock	09/15/2016		F ⁽³⁾		2,877	D	\$118.38	60,197	D	
Common Stock	09/15/2016		F ⁽⁴⁾		2,551	D	\$118.38	57,646	D	
Common Stock	09/15/2016		F ⁽⁵⁾		2,225	D	\$118.38	55,421	D	
Common Stock	09/15/2016		F ⁽⁶⁾		1,033	D	\$118.38	54,388	D	
Common Stock	09/15/2016		F ⁽⁷⁾		753	D	\$118.38	53,635	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on January 12, 2016
2. This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on February 27, 2015
3. This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on February 9, 2015
4. This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on March 3, 2014
5. This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on March 1, 2013
6. This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of Performance Shares granted on February 27, 2015
7. This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of Performance Shares granted on March 3, 2014

Remarks:

/S/ Molly E. Gardner, Attorney-in-Fact 09/19/2016

** 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.

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.