

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>Todd Rider Fonner</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>02/07/2017</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 X Officer (give title below) Other (specify below) <u>SVP & CIO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/07/2017		M ⁽¹⁾		29,309	A	\$53.86	77,437	D	
Common Stock	02/07/2017		F ⁽²⁾		20,086	D	\$140.39	57,351	D	
Common Stock	02/07/2017		M ⁽³⁾		29,885	A	\$51.13	87,236	D	
Common Stock	02/07/2017		F ⁽²⁾		19,178	D	\$140.39	68,058	D	
Common Stock	02/08/2017		M ⁽³⁾		5,865	A	\$51.13	73,923	D	
Common Stock	02/08/2017		S ⁽⁴⁾		3,045	D	\$139.97 ⁽⁵⁾	70,878	D	
Common Stock	02/08/2017		M ⁽¹⁾		1,856	A	\$53.86	72,734	D	
Common Stock	02/08/2017		S ⁽⁴⁾		1,004	D	\$139.73	71,730	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				
Non-Qualified Stock Option (Right to Buy)	\$53.86	02/07/2017		M ⁽¹⁾			29,309	(6)	03/03/2018	RNR Common Stock	29,309	\$0.00	0	D	
Non-Qualified Stock Options (Right to Buy)	\$51.13	02/07/2017		M ⁽³⁾			29,885	(7)	03/01/2017	RNR Common Stock	29,885	\$0.00	0	D	
Incentive Stock Option (Right to Buy)	\$51.13	02/08/2017		M ⁽³⁾			5,865	(7)	03/01/2017	RNR Common Stock	5,865	\$0.00	0	D	
Incentive Stock Option (Right to Buy)	\$53.86	02/08/2017		M ⁽¹⁾			1,856	(6)	03/03/2018	RNR Common Stock	1,856	\$0.00	0	D	

Explanation of Responses:

- Relates exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008 with a ten year term.
- Represents the withholding of shares to cover the payment of exercise price of the employees stock options and withholding of taxes due on exercise.
- Relates exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 1, 2007 with a ten year term.
- This transaction reflects the sale of shares, issued on exercise of the employee stock options reported above, to cover the payment of the exercise price of the employee stock options and withholding taxes due on exercise.
- Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$139.95 to \$140.00 The reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.
- Vested in four equal annual installments beginning on March 3, 2009.
- Vested in four equal annual installments beginning on March 1, 2008.

Remarks:

/s/ Molly E. Gardner, Attorney-in-Fact 02/09/2017

** 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.

