

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>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> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2017</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 ☒ Officer (give title below) Other (specify below) <u>Pres & Chief Executive Officer</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	03/01/2017		S ⁽¹⁾		5,940	D	\$149.27 ⁽²⁾	200,549	D	
Common Stock	03/01/2017		S ⁽¹⁾		1,060	D	\$149.76 ⁽³⁾	199,489	D	
Common Stock	03/01/2017		A ⁽⁴⁾		13,069	A	\$0.00	212,558	D	
Common Stock	03/01/2017		A ⁽⁵⁾		32,673	A	\$0.00	245,231	D	
Common Stock	03/01/2017		F ⁽⁶⁾		1,629	D	\$150.35	243,602	D	
Common Stock	03/01/2017		F ⁽⁷⁾		2,648	D	\$150.35	240,954	D	
Common Stock	03/01/2017		F ⁽⁸⁾		1,294	D	\$150.35	239,660	D	
Common Stock	03/01/2017		F ⁽⁹⁾		112	D	\$150.35	239,548	D	
Common Stock								1,079	I	by Partnership ⁽¹⁰⁾

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:

- The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 12, 2016.
- Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$148.64 to \$149.64 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.
- Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$149.66 to \$149.94 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.
- Grant of restricted common shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan (the "2016 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2018.
- Grant of performance-based restricted common shares of the issuer pursuant to the 2016 Plan. These shares will vest following the expiration of the service period on December 31, 2019, subject to the satisfaction of service- and performance-based vesting conditions. The award consists of three substantially equal tranches. The amount awarded represents the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vest is a function of the issuer's total shareholder return relative to the members of a predetermined peer group of companies during a given calendar-year performance period (2017, 2018 or 2019), and is subject to the reporting person's continued employment through the expiration of the service period. If, following the Compensation Committee's determination of total shareholder return for a performance period, there are shares that are no longer eligible to vest, those shares will be immediately forfeited.
- 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.
- 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.
- 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.
- This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on May 16, 2016.
- 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:

/s/ Molly E. Gardner, Attorney-in-Fact 03/03/2017

** 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.

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.