
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

October 27, 2016

RenaissanceRe Holdings Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

001-14428

98-0141974

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

Renaissance House, 12 Crow Lane, Pembroke, Bermuda

HM 19

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(441) 295-4513

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Principal Accounting Officer

On October 27, 2016, RenaissanceRe Holdings Ltd. (the “Company”) announced that Mark A. Wilcox will resign from his roles as the Company’s Senior Vice President, Chief Accounting Officer and Corporate Controller, as well as principal accounting officer, effective December 31, 2016, in order to return to the United States to pursue an outside opportunity. Mr. Wilcox’s departure is not the result of any disagreement regarding the Company’s independent auditors or any member of management on any matter of financial reporting, internal controls or accounting policies, procedures, estimates or judgments.

Appointment of Principal Accounting Officer

In connection with Mr. Wilcox’s resignation, James (“Jamie”) C. Fraser, currently the Company’s Head of Internal Audit, has been appointed to serve as the Company’s Senior Vice President, Chief Accounting Officer and principal accounting officer, effective December 31, 2016. Mr. Fraser will continue as the Company’s Head of Internal Audit through such date. No determinations have been made at this time regarding any change in Mr. Fraser’s compensation as a result of his appointment as the Company’s Chief Accounting Officer.

Mr. Fraser, 41, is a Certified Internal Auditor and Chartered Accountant who joined the Company in 2009 and has served as Head of Internal Audit since 2011. His industry experience includes leadership positions in finance and risk management at the Company, XL Capital Ltd and Deloitte.

There are no family relationships between Mr. Fraser and any of the Company’s directors or executive officers, and there is no arrangement or understanding between Mr. Fraser or any other person and the Company or any of its subsidiaries pursuant to which he was appointed as an officer of the Company. There are no transactions between Mr. Fraser or any of his immediate family members and the Company or any of its subsidiaries that would be required to be reported under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the management changes described herein is attached hereto as Exhibit 99.1. The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished herewith and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press release, dated October 27, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RenaissanceRe Holdings Ltd.

October 28, 2016

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: SVP, Group General Counsel and Corporate Secretary

Exhibit Index

Exhibit No.	Description
10.1	Press release dated October 27, 2016



RenaissanceRe Holdings Ltd. Announces Finance Leadership Team Changes

James C. Fraser Named SVP, Chief Accounting Officer

Helen James Named SVP, Global Corporate Controller

PEMBROKE, Bermuda, October 27, 2016— RenaissanceRe Holdings Ltd. (NYSE: RNR) (the “Company” or “RenaissanceRe”) today announced several key leadership changes in its Finance function effective December 31, 2016. James (“Jamie”) C. Fraser has been named SVP, Chief Accounting Officer, responsible for oversight of forecasting, planning and analysis; controls, financial reporting and tax. He will report to Robert Qutub, Chief Financial Officer. Reporting to Mr. Fraser will be Helen L. James, who has been named SVP, Global Corporate Controller. She will be responsible for accounting policy and controls; management of the groupwide controller’s function; and legal entity, regulatory and financial reporting. Mark A. Wilcox, RenaissanceRe’s current SVP, Chief Accounting Officer and Corporate Controller, also announced that he will be leaving the Company at the end of the year to return to the U.S. to pursue an outside opportunity.

Kevin O’Donnell, Chief Executive Officer, stated, “The promotions of Jamie and Helen reflect the considerable breadth and depth of our bench of executive talent. Both are long-tenured employees, strong leaders and talented professionals.”

Mr. O’Donnell added, “We are also grateful to Mark for his contributions to RenaissanceRe’s success over the past 13 years in his roles as Chief Accounting Officer, Corporate Controller and, previously, Internal Auditor. We wish him the best going forward.”

Mr. Qutub said, “In the course of my first several months at RenaissanceRe, I have been consistently impressed with the caliber of the entire Finance team. The move of Jamie and Helen into these important roles demonstrates how the strength of our existing capabilities will allow us to leverage the strategic value of Finance as we go forward.”

Mr. Fraser is a Certified Internal Auditor and Chartered Accountant who joined RenaissanceRe in 2009 and has served as Head of Internal Audit since 2011. His industry experience includes leadership positions in finance and risk management at RenaissanceRe, XL Capital and Deloitte. Mr. Fraser’s appointment is subject to Immigration Department approval.

Ms. James is a Chartered Accountant who joined RenaissanceRe in 2001. During her tenure with the Company, she has held various positions of increasing responsibility, including most recently SVP and Controller for the Company’s ventures unit since 2013.

RenaissanceRe Holdings Ltd. is a global provider of reinsurance and insurance. The Company’s business consists of three reportable segments: (1) Catastrophe Reinsurance, which includes catastrophe reinsurance and certain property catastrophe joint ventures managed by the Company’s ventures unit; (2) Specialty Reinsurance, which includes specialty reinsurance and certain specialty joint ventures managed by the Company’s ventures unit; and (3) Lloyd’s, which includes reinsurance and insurance business written through RenaissanceRe Syndicate 1458.

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Investor Contact:

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SVP, Chief Accounting Officer and Corporate Controller

Media Contacts:

RenaissanceRe Holdings Ltd.

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Director – Communications

Kekst and Company

Peter Hill or Dawn Dover, 212-521-4800