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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):

November 15, 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 1.01. Entry into a Material Definitive Agreement.**

On November 15, 2016, RenaissanceRe Holdings Ltd. (the “Company”) granted BlackRock, Inc. (“BlackRock”) a limited waiver from the restrictions on the acquisition of share ownership set forth in Bye-law 46A of the Company’s Amended and Restated Bye-laws (the “Bye-laws”), up to a maximum amount of shares representing 15% of the shares of the Company outstanding at any time of measurement (the “Waiver”). The Waiver is revocable by the Company for any reason upon 30 days’ notice.

Bye-law 46A provides, among other things, that no Person (as defined in the Bye-Laws) shall be permitted to own or control shares in the Company to the extent that such ownership or control would result in such Person or any other Person being a Ten Percent Shareholder (as defined in the Bye-Laws) or cause the Company to become a “controlled foreign corporation” within the meaning of Section 957 of the U.S. Internal Revenue Code, subject to waiver by the board of directors of the Company in its sole discretion.

BlackRock has agreed and acknowledged that, in accordance with the Bye-laws, the voting rights attributable to the Controlled Shares (as defined in the Bye-laws) owned or controlled by BlackRock shall not exceed 9.9% of the voting rights attached to all of the issued and outstanding capital shares of the Company in respect of any vote at any general meeting of the Company for any purpose.

The foregoing summary does not purport to be a complete description of all of the provisions of the Waiver and is qualified in its entirety by reference to the full text of the Waiver, which is attached as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 10.1 Waiver, dated as of November 15, 2016, by and between RenaissanceRe Holdings Ltd. and BlackRock, Inc.

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**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.

*November 18, 2016*

By: */s/ Stephen H. Weinstein*

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*Name: Stephen H. Weinstein*

*Title: SVP, Group General Counsel and Corporate Secretary*

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Exhibit Index

Exhibit No.	Description
10.1	Waiver, dated as of November 15, 2016, by and between RenaissanceRe Holdings Ltd. and BlackRock, Inc.

## WAIVER

November 15, 2016

Reference is made to the Amended and Restated Bye-laws of RenaissanceRe Holdings Ltd. (the "Bye-laws"). Defined terms not otherwise defined herein shall have the meanings ascribed to them in the Bye-laws.

Each party hereto acknowledges that Bye-law 46A of the Bye-laws provides, except as otherwise set forth therein, that no Person shall be permitted to own or control shares in the Company to the extent that such Person or any other Person will be considered to own or control Controlled Shares, as the Board may determine in its sole discretion, if the result would be to render such Person or any other Person a Ten Percent Shareholder or cause the Company to become a "controlled foreign corporation" within the meaning of Section 957 of the U.S. Internal Revenue Code.

BlackRock, Inc., on behalf of itself and its subsidiaries and affiliates, acknowledges and agrees that Bye-law 46A of the Bye-laws provides that all Controlled Shares which a Person may own or control which carry in excess of 9.9% of the voting rights of all the issued and outstanding capital shares of the Company, as the Board may determine in its sole discretion, shall carry no voting rights whatsoever in the hands of the Member actually owning such shares for the purpose of the calculation of any vote which may or which is required to be taken at any general meeting of the Company for any purpose.

In light of the foregoing, RenaissanceRe Holdings Ltd. waives the restrictions on the acquisition of ownership in Bye-law 46A of the Bye-laws with respect to BlackRock, Inc.; up to a maximum of shares representing 15% of the shares of the Company outstanding at any time of measurement, provided that such waiver is revocable by the Company for any reason upon 30 days' notice, including the fact that another Person is or may become a Ten Percent Shareholder or may cause the Company to become a "controlled foreign corporation" within the meaning of Section 957 of the U.S. Internal Revenue Code, as the Board may determine in its sole discretion. The parties shall reasonably cooperate with each other, and shall reasonably share such appropriate information, to effectuate the calculation of the voting rights attributed to shares owned or controlled by BlackRock, Inc. such that the aggregate voting power thereof does not in respect of any such vote or solicitation exceed 9.9% in respect of any vote or solicitation relating to the Company.

We have called to your attention that Maryland law requires prior notice and the Maryland Insurance Administration approval of acquisitions of control of a Maryland-domestic insurer, such as our subsidiary Renaissance Reinsurance U.S. Inc. or an entity directly or indirectly controlling a Maryland-domestic insurer, including its holding company. We understand that any purchaser of 10% or more of the outstanding voting securities of an insurance company, its holding company or any other entity directly or indirectly controlling the insurance company is presumed to have acquired control, unless the presumption is rebutted. Similar requirements may pertain to 10% ultimate parent ownership of a Lloyd's managing agent, Lloyd's corporate member, Irish insurance company, or under the regulatory regimes of other jurisdictions in which entities we own or have invested in may be regulated. Beneficial ownership under the securities law does not always equate to purchase or control under insurance law or regulation and we encourage you to seek your own counsel.

IN WITNESS WHEREOF, the undersigned has caused this Waiver to be signed on its behalf by its officer thereunto duly authorized as of the date first written above.

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein  
Name: Stephen H. Weinstein  
Title: Senior Vice President, General  
Counsel  
& Corporate Secretary

ACKNOWLEDGED AND AGREED:

BLACKROCK, INC.

By: /s/ Daniel Riemer  
Name: Daniel Riemer  
Title: Vice President, Legal and Compliance