

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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</u> <u>D0</u> <u>HM 19</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD</u> [<u>RNR</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2015</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>SVP & CIO</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	05/11/2015		M ⁽¹⁾		24,793	A	\$37.51	80,837	D	
Common Stock	05/11/2015		F ⁽¹⁾		15,175	D	\$104.87	65,662	D	
Common Stock	05/11/2015		M ⁽²⁾		18,811	A	\$44.3	84,473	D	
Common Stock	05/11/2015		F ⁽²⁾		12,250	D	\$104.87	72,223	D	
Common Stock	05/11/2015		M ⁽³⁾		13,535	A	\$42.66	85,758	D	
Common Stock	05/11/2015		F ⁽³⁾		8,686	D	\$104.87	77,072	D	
Common Stock	05/11/2015		M ⁽⁴⁾		17,368	A	\$47.98	94,440	D	
Common Stock	05/11/2015		F ⁽⁴⁾		11,679	D	\$104.87	82,761	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (Right to Buy)	\$37.51	05/11/2015		M ⁽¹⁾		24,793	11/04/2006 ⁽⁵⁾	11/04/2015	RNR Common Stock	24,793	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$44.3	05/11/2015		M ⁽²⁾		18,811	01/03/2007 ⁽⁶⁾	01/03/2016	RNR Common Stock	18,811	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$42.66	05/11/2015		M ⁽³⁾		13,535	03/21/2007 ⁽⁷⁾	03/21/2016	RNR Common Stock	13,535	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$47.98	05/11/2015		M ⁽⁴⁾		17,368	08/08/2007 ⁽⁸⁾	08/08/2016	RNR Common Stock	17,368	\$0.00	0	D	

Explanation of Responses:

1. The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on November 4, 2005 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

2. The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on January 3, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

3. The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on March 21, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.
4. The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on August 8, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.
5. Vested in four equal annual installments beginning on November 4, 2006.
6. Vested in four equal annual installments beginning on January 3, 2007.
7. Vested in four equal annual installments beginning on March 21, 2007.
8. Vested in four equal annual installments beginning on August 8, 2007.

Remarks:

See attached footnotes page.

<u>/S/ Todd R. Fonner</u>	<u>05/13/2015</u>
** 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.

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