

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* |  |  | 2. Issuer Name and Ticker or Trading Symbol              |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)              |  |
| <u>Fraser James Christopher</u>          |  |  | <u>RENAISSANCERE HOLDINGS LTD [ RNR ]</u>                |  | <input checked="" type="checkbox"/> Director 10% Owner                               |  |
| (Last) (First) (Middle)                  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)         |  | <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) |  |
| <u>RENAISSANCE HOUSE</u>                 |  |  | <u>03/01/2019</u>  |  | <u>SVP, Chief Accounting Officer</u>   |  |
| <u>12 CROW LANE</u>                      |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                          |  |
| (Street)                                 |  |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person               |  |
| <u>PEMBROKE D0 HM 19</u>                 |  |  |  |  | Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)                     |  |  |  |  |  |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |                                |   |   |            |                        |   |  |   |
|--|---|---|--------------------------------|---|---|------------|------------------------|---|--|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(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   | 03/01/2019                              |   | A <sup>(1)</sup>               |   | 2,532   | A          | \$0.00                 | 10,254  | D  |   |
| Common Stock   | 03/01/2019                              |   | M                              |   | 557   | A          | <sup>(2)</sup>         | 10,811  | D  |   |
| Common Stock   | 03/01/2019                              |   | D                              |   | 557   | D          | \$146.1 <sup>(2)</sup> | 10,254  | D  |   |
| Common Stock   | 03/01/2019                              |   | M                              |   | 509   | A          | <sup>(2)</sup>         | 10,763  | D  |   |
| Common Stock   | 03/01/2019                              |   | D                              |   | 509   | D          | \$146.1 <sup>(2)</sup> | 10,254  | D  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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 |  |  |   |  |
| Restricted Stock Units  | (2)  | 03/01/2019                           |  | M                              |   |  | 557 | (3)  | (3)             | RNR Common Stock  | 557                        | \$0.00                                     | 0  | D   |  |
| Restricted Stock Units  | (2)  | 03/01/2019                           |  | M                              |   |  | 509 | (4)  | (4)             | RNR Common Stock  | 509                        | \$0.00                                     | 510  | D   |  |

Explanation of Responses:

1. Grant of restricted common shares of the Issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan. These shares will vest in four equal annual installments beginning on March 1, 2020.
2. Each cash-settled restricted stock unit was the economic equivalent of one share of the Issuer's common stock and they were settled in cash upon vesting.
3. These cash-settled restricted stock units were granted on March 20, 2015 under the Issuer's 2010 Restricted Stock Unit Plan (the "2010 Plan") and vested in four equal annual installments beginning on March 1, 2016.
4. These cash-settled restricted stock units were granted on March 15, 2016 under the Issuer's 2010 Plan and vest in four equal annual installments beginning on March 1, 2017.

Remarks:

/s/ Molly E. Gardner, Attorney-in-Fact 03/05/2019

\*\* 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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