

RENAISSANCERE HOLDINGS LTD

Form 4

March 03, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Paradine Jonathan

(Last) (First) (Middle)

RENAISSANCE HOUSE, 12
CROW LANE

(Street)

PEMBROKE, D0 HM 19

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RENAISSANCERE HOLDINGS LTD [RNR]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

4. If Amendment, Date 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)
SVP, CUO - Singapore

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/01/2017 | | M ⁽¹⁾⁽²⁾ | | 5,332 | A | \$ 50.71 67,748 |
| Common Stock | 03/01/2017 | | F ⁽¹⁾⁽²⁾ | | 1,816 | D | \$ 148.96 65,932 |
| Common Stock | 03/01/2017 | | M ⁽¹⁾⁽³⁾ | | 23,834 | A | \$ 53.86 89,766 |
| Common Stock | 03/01/2017 | | F ⁽¹⁾⁽³⁾ | | 8,618 | D | \$ 148.96 81,148 |
| Common Stock | 03/01/2017 | | S ⁽¹⁾ | | 6,955 | D | \$ 149.25 74,193 |

| | | | | | (4) | | |
|--------------|------------|------------------|--------|---|-----------|--------|---|
| Common Stock | 03/01/2017 | S ⁽¹⁾ | 11,777 | D | \$ 149.91 | 62,416 | D |
| Common Stock | 03/01/2017 | A ⁽⁶⁾ | 5,618 | A | \$ 0 | 68,034 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 50.71 | 03/01/2017 | | M ⁽¹⁾⁽²⁾ | 5,332 | ⁽⁷⁾ | 05/05/2018 | RNR Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 53.86 | 03/01/2017 | | M ⁽¹⁾⁽³⁾ | 23,834 | ⁽⁸⁾ | 03/03/2018 | RNR Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Paradine Jonathan RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19 | | | SVP, CUO - Singapore | |

Signatures

/S/ Molly E. Gardner,
Attorney-in-Fact

03/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The transactions reported hereby were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 2, 2016.
- (2) Relates to the exercise of employee options originally granted to the Reporting Person on May 5, 2008.
- (3) Relates to the exercise of employee options originally granted to the Reporting Person on March 3, 2008.
Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$148.60 to \$149.60 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.
- (4) Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$149.61 to \$150.19 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.
- (5) 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, 2018.
- (6) Vested in four equal installments beginning on May 5, 2009.
- (7) Vested in four equal installments beginning on March 3, 2009.
- (8) Vested in four equal installments beginning on March 3, 2009.

Remarks:

Exhibit 24.1 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.