

Weinstein Stephen Howard
 Form 4
 February 08, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Weinstein Stephen Howard

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 RENAISSANCE HOUSE, 12 CROW LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, General Counsel & Secty

PEMBROKE, D0 HM 19

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 (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 (D) Price | | | |
| Common Stock | 02/05/2019 | | G ⁽¹⁾ | V 426 D \$ 0 | 88,408 | D | |
| Common Stock | 02/05/2019 | | G ⁽¹⁾ | V 426 A \$ 0 | 3,388 | I | by Trust ⁽²⁾ |
| Common Stock | 02/06/2019 | | D ⁽³⁾⁽⁴⁾ | 1,292 D \$ 141.62 | 87,116 | D | |
| Common Stock | 02/06/2019 | | D ⁽³⁾⁽⁵⁾ | 418 D \$ 141.62 | 86,698 | D | |
| Common Stock | 02/06/2019 | | D ⁽³⁾⁽⁶⁾ | 1,562 D \$ 141.62 | 85,136 | D | |

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| | | | | | | | |
|--------------|------------|---------------------|-------|---|-----------|--------|---|
| Common Stock | 02/06/2019 | D ⁽³⁾⁽⁷⁾ | 2,076 | D | \$ 141.62 | 83,060 | D |
| Common Stock | 02/06/2019 | F ⁽⁸⁾ | 496 | D | \$ 141.62 | 82,564 | D |
| Common Stock | 02/06/2019 | F ⁽⁹⁾ | 161 | D | \$ 141.62 | 82,403 | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19 | | | SVP, General Counsel & Secty | |

Signatures

/s/ Molly E. Gardner
Attorney-in-Fact

02/08/2019

__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) Represents gifts made to two separate trusts for the benefits of each of two minor children of the Reporting Person, respectively (the "Trusts").

(2) Represents shares held by the Trusts, which shares may be deemed to be beneficially owned by the Reporting Person.

The award consisted of three substantially equal tranches and the amount initially awarded represented the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vests at the expiration of the applicable service period is a function of the Issuer's total shareholder return relative to a predetermined peer group of companies during a given calendar year performance period, and is subject to the reporting person's continued employment through the expiration of the applicable service period. Shares that are no longer eligible to vest following the Compensation Committee's determination of total shareholder return for a performance period are immediately forfeited.

(3) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on January 12, 2016 pursuant to the Issuer's 2001 Stock Incentive Plan, as amended and restated.

(4) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on May 16, 2016 pursuant to the Issuer's 2016 Long-Term Incentive Plan (the "2016 LTI Plan").

(5) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the second tranche of performance-based restricted shares granted to the reporting person on March 1, 2017 pursuant to the 2016 LTI Plan.

(6) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2018, of a portion of the first tranche of performance-based restricted shares granted to the reporting person on March 1, 2018 pursuant to the 2016 LTI Plan.

(7) Shares withheld for payment of withholding taxes upon the vesting of performance-based restricted shares granted to the reporting person on January 12, 2016.

(8) Shares withheld for payment of withholding taxes upon the vesting of performance-based restricted shares granted to the reporting person on May 16, 2016.

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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