#### Edgar Filing: RENAISSANCERE HOLDINGS LTD - Form 4

RENAISSAI Form 4 May 12, 201	NCERE HOLD	DINGS LTI	)								
FORM	1 4									PPROVAL	
	UNITE	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 20(k) of the Investment Company Act of 1940							OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	<b>STATI</b> 6.								Expires: January 3 200 Estimated average burden hours per response 0.		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 1										
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Mitchell H Elizabeth			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol RENAISSANCERE HOLDINGS				5. Relationship of Reporting Person(s) to Issuer			
			LTD [R]				55	(Cheo	ck all applicable	e)	
(Mon			(Month/Da	Date of Earliest Transaction fonth/Day/Year) //11/2015				Director       10% Owner         Officer (give title       Other (specify below)         below)       president & CEO? RenRe US Inc			
				Amendment, Date Original Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	Person quired, Disposed o	f or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) Execut any (Month		emed	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		5. Amount of Securities Beneficially (Owned Bollowing Reported Security)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/11/2015			A <u>(1)</u>	7,366	А	\$0	31,490	D		
Common Stock	05/11/2015			A <u>(2)</u>	6,138	А	\$0	37,628	D		

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

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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				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				
Mitchell H Elizabeth RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			President & CEO? RenRe US Inc					
Signatures								
/S/ Stephen H. Weinstein, Attorney-in-Fact								
**Signature of Reporting Person		I	Date					

# **Explanation of Responses:**

*	If the form is filed by more than one reporting person, <i>see</i> 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)	Grant of restricted common shares of the Issuer, pursuant to the Amended and Restated 2001 Stock Incentive Plan ("2001 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2016.
(2)	Grant of restricted common shares of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan ("Performance Share Plan"). Vesting of these shares is subject to the satisfaction of both service- and performance-based vesting conditions. The amount granted represents the maximum potential achievable award. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions.

#### **Remarks:**

See attached footnotes page.

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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