

RENAISSANCERE HOLDINGS LTD

Form 4

January 04, 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 *
Wilcox Mark Alexander

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)

PEMBROKE, D0 HM 19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2016

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

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Accounting Officer / Corporate Controller

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/31/2016		F(1)	438	D	\$ 136.22	56,365	D
Common Stock	12/31/2016		F(2)	508	D	\$ 136.22	55,857	D
Common Stock	12/31/2016		F(3)	976	D	\$ 136.22	54,881	D
Common Stock	12/31/2016		F(4)	1,532	D	\$ 136.22	53,349	D
Common Stock	12/31/2016		F(5)	2,038	D	\$ 136.22	51,311	D

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Common Stock	12/31/2016	F ⁽⁶⁾	2,655	D	\$ 136.22	48,656	D
Common Stock	12/31/2016	F ⁽⁷⁾	1,044	D	\$ 136.22	47,612	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. 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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilcox Mark Alexander RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, Chief Accounting Officer	Corporate Controller

Signatures

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

01/04/2017

**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) Shares withheld for payment of withholding taxes upon the vesting, on December 31, 2016, of performance-based restricted shares granted to the reporting person on March 3, 2014.

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- (2) Shares withheld for payment of withholding taxes upon the vesting, on December 31, 2016, of performance-based restricted shares granted to the reporting person on February 27, 2015.
- (3) This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on March 1, 2013.
- (4) This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on March 3, 2014.
- (5) This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on February 27, 2015.
- (6) This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted on January 12, 2016.
- (7) This represents shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of restricted shares granted 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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