

RENAISSANCERE HOLDINGS LTD

Form 4

December 22, 2016

**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 \*  
Curtis Ross

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/20/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Chief Underwriting Officer

RENAISSANCE HOUSE, 12 CROW LANE

(Street)

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

PEMBROKE, D0 HM 19

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/20/2016		S <sup>(1)</sup>	D	\$ 135	93,201	D
Common Stock	12/20/2016		M <sup>(1)(2)</sup>	A	\$ 53.86	115,529	D
Common Stock	12/20/2016		F <sup>(1)(2)</sup>	D	\$ 135.19	106,633	D
Common Stock	12/20/2016		M <sup>(1)(3)</sup>	A	\$ 50.71	110,899	D
Common Stock	12/20/2016		F <sup>(1)(3)</sup>	D	\$ 135.19	109,298	D

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Common	12/21/2016		S <sup>(1)</sup>	16,097	D	\$	134,289	93,201	D
Stock						<u>(4)</u>			

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	Amount or Number of
Non-qualified Stock Options (Right to Buy)	\$ 53.86	12/20/2016		M <sup>(1)(2)</sup>	22,328	<u>(5)</u>		03/03/2018		RNR Common Stock	22,328
Non-qualified Stock Option (Right to Buy)	\$ 50.71	12/20/2016		M <sup>(1)(3)</sup>	4,266	<u>(6)</u>		05/05/2018		RNR Common Stock	4,266

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curtis Ross RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, Chief Underwriting Officer	

## Signatures

/S/ Molly E. Gardner Attorney-in-fact	12/22/2016
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        \*\*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) All of the transactions reported hereby were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 17, 2016.

(2) Relates to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008.

(3) Relates to the exercise of employee stock options originally granted to the Reporting Person on May 5, 2008.

Represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$133.75 to \$134.7250. The

(4) 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) Vested in four equal annual installments beginning on March 3, 2009.

(6) Vested in four equal annual installments beginning on May 5, 2009.

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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