RENAISSANCERE HOLDINGS LTD

Form 4

March 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * BRANAGAN IAN D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

RENAISSANCERE HOLDINGS LTD [RNR]

(Check all applicable)

(First)

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

_X__ Officer (give title below)

Director

10% Owner _ Other (specify

RENAISSANCE HOUSE, 12 **CROW LANE**

4. If Amendment, Date Original

SVP, Chief Risk Officer

03/01/2017

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year)

(Middle)

PEMBROKE, D0 HM 19

(City)	(State)	(State) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIISU: 4)		
Common Stock	03/01/2017		F(1)	1,590	D	\$ 150.35	42,307	D		
Common Stock	03/01/2017		F(2)	1,113	D	\$ 150.35	41,194	D		
Common Stock	03/01/2017		F(3)	672	D	\$ 150.35	40,522	D		
Common Stock	03/01/2017		F(4)	78	D	\$ 150.35	40,444	D		
Common Stock	03/01/2017		A(5)	5,782	A	\$ 0	46,226	D		

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Common Stock 03/01/2017 A(6) 7,784 A \$ 0 54,010 D

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

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SEC 1474

(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)	4. Transactic Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;		7. Title Amoun Underly Securiti (Instr. 3	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code \	7 (A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRANAGAN IAN D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, DO HM 19

SVP, Chief Risk Officer

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) 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.
- (2) 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.

Reporting Owners 2

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- (3) 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.
- (4) 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.
- (5) Grant of restricted common shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan (the "2016 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2018.
 - Grant of performance-based restricted common shares of the issuer pursuant to the 2016 Plan. These shares will vest following the expiration of the service period on December 31, 2019, subject to the satisfaction of service- and performance-based vesting conditions. The award consists of three substantially equal tranches. The amount awarded represents the maximum potential achievable number of
- shares. The number of shares in each tranche that ultimately vest is a function of the issuer's total shareholder return relative to the members of a predetermined peer group of companies during a given calendar-year performance period (2017, 2018 or 2019), and is subject to the reporting person's continued employment through the expiration of the service period. If, following the Compensation Committee's determination of total shareholder return for a performance period, there are shares that are no longer eligible to vest, those shares will be immediately forfeited.

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.