

RENAISSANCERE HOLDINGS LTD

Form 4

December 06, 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 *
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)
12/02/2016

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

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

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 | | |
| Common Stock | 12/02/2016 | | M ⁽¹⁾ | 5,865 A | \$ 51.13 | 58,010 | D |
| Common Stock | 12/02/2016 | | F ⁽¹⁾ | 2,297 D | \$ 130.6 | 55,713 | D |
| Common Stock | 12/02/2016 | | M ⁽²⁾ | 1,856 A | \$ 53.86 | 57,569 | D |
| Common Stock | 12/02/2016 | | F ⁽²⁾ | 766 D | \$ 130.6 | 56,803 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (Right to Buy) | \$ 53.86 | 12/02/2016 | | M ⁽²⁾ | 1,856 | ⁽³⁾ 03/03/2018 | RNR Common Stock | 1,856 |
| Incentive Stock Option (Right to Buy) | \$ 51.13 | 12/02/2016 | | M ⁽¹⁾ | 5,865 | ⁽⁴⁾ 03/01/2017 | RNR Common Stock | 5,865 |

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/ Stephen H. Weinstein,
Attorney-in-Fact

12/06/2016

**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) The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 1, 2007 with a ten year term.
- (2) The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008 with a ten year term.
- (3) Vested in four equal annual installments beginning on March 3, 2009.
- (4) Vested in four equal annual installments beginning on March 1, 2008.

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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