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RENAISSANCERE HOLDINGS LTD Form 4 March 03, 2017 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BRANAGAN IAN D Issuer Symbol **RENAISSANCERE HOLDINGS** (Check all applicable) LTD [RNR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) **RENAISSANCE HOUSE**, 12 03/01/2017 SVP, Chief Risk Officer **CROW LANE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PEMBROKE, D0 HM 19 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ **F**⁽¹⁾ 03/01/2017 1,590 D D 42,307 Stock 150.35 Common \$ 03/01/2017 $F^{(2)}$ D 41,194 D 1,113 Stock 150.35 Common \$ 03/01/2017 F⁽³⁾ 672 D 40,522 D 150.35 Stock Common \$ F⁽⁴⁾ D D 03/01/2017 78 40,444 Stock 150.35 Common

A⁽⁵⁾

5,782

\$0

A

46,226

D

03/01/2017

Stock

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Common Stock 03/01/2017

A<u>(6)</u> 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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 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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr. 5)4)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Amou or Title Numb of Share	ber	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BRANAGAN IAN D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, Chief Risk Officer				
Signatures							
/S/ Molly E. Gardner, 03/03 Attorney-in-Fact		03/03/20	017				

**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.

- (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

(6) shares the number of shares in each function and unmatery 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.