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RENAISSANCERE HOLDINGS LTD

Form 4 May 17, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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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 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 Weinstein Stephen Howard Issuer Symbol RENAISSANCERE HOLDINGS (Check all applicable) LTD [RNR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) RENAISSANCE HOUSE, 12 05/16/2016 SVP, General Counsel & Secty **CROW LANE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PEMBROKE, D0 HM 19

(State)

(Zip)

(City)

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. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	d (A) o))	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	· · ·	
Common Stock (1)	05/16/2016		A	1,897	A	\$ 0	83,043	D	
Common Stock (2)	05/16/2016		A	2,553	A	\$0	85,596	D	
Common Stock							2,140	I	by Trusts

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

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration ble Date	of			
						Exercisable					
				~	<i>(</i> 1) (5)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

SVP, General Counsel & Secty

Signatures

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

05/17/2016

**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).
- Grant of restricted common shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan (the "2016 **(1)** Plan"). These shares will vest in four equal annual installments beginning on March 1, 2017.

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, 2018, 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 (2016, 2017 or 2018), 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.
- Represents shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person (collectively, the "Trusts"), which shares may be deemed to be beneficially owned by the Reporting Person.

Reporting Owners 2

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Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.