Dutt Aditya Form 4 February 09, 2018

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Section 16.

Form 4 or

Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction See Instruction 30(h) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Middle)

(Print or Type Responses)

Dutt Aditya

(Last)

CROW LANE

1. Name and Address of Reporting Person *

(First)

RENAISSANCE HOUSE, 12

PEMBROKE, D0 HM 19

2. Issuer Name and Ticker or Trading

Symbol

RENAISSANCERE HOLDINGS LTD [RNR]

3. Date of Earliest Transaction

(Month/Day/Year) 02/07/2018

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

____ Director _____ 10% Owner ____ Other (specify

below) below)

President, Ventures

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(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. Securi (A) or D (Instr. 3,	(A) or	d of (D) 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)
			Code V	Amount	(D)	Price	(IIIsti. 5 and 4)		
Common Stock	02/07/2018		D(1)(2)	2,165	D	\$ 131.92	49,926	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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(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)						
									Amount		
						Exercisable Date	Expiration Date	Title N	or		
									Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dutt Aditya RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

President, Ventures

Signatures

/s/Molly E. Gardner Attorney-in-Fact

02/09/2018

**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).
- Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2017, of a portion of the (1) third tranche of performance-based restricted shares granted to the reporting person on February 27, 2015 pursuant to the Issuer's 2010 Performance-Based Equity Incentive Plan (the "2010 Plan").
 - The award consisted of three substantially equal tranches and the amount initially awarded represented the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vests at the expiration of the applicable service period is a
- function of the Issuer's total shareholder return relative to a predetermined peer group of companies during a given calendar year performance period, and is subject to the reporting person's continued employment through the expiration of the applicable service period. Shares that are no longer eligible to vest following the Compensation Committee's determination of total shareholder return for a performance period are 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.

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