

RENAISSANCERE HOLDINGS LTD  
 Form 4  
 May 13, 2015

**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 \*  
 Todd Rider Fonner

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/11/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & CIO

RENAISSANCE HOUSE, 12 CROW LANE

(Street)

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

PEMBROKE, D0 HM 19

(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. 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)
			Code	V	Amount or Price		
Common Stock	05/11/2015		M <sup>(1)</sup>		24,793 A \$ 37.51	80,837	D
Common Stock	05/11/2015		F <sup>(1)</sup>		15,175 D \$ 104.87	65,662	D
Common Stock	05/11/2015		M <sup>(2)</sup>		18,811 A \$ 44.3	84,473	D
Common Stock	05/11/2015		F <sup>(2)</sup>		12,250 D \$ 104.87	72,223	D
Common Stock	05/11/2015		M <sup>(3)</sup>		13,535 A \$ 42.66	85,758	D

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Common Stock	05/11/2015	F <sup>(3)</sup>	8,686	D	\$ 104.87	77,072	D
Common Stock	05/11/2015	M <sup>(4)</sup>	17,368	A	\$ 47.98	94,440	D
Common Stock	05/11/2015	F <sup>(4)</sup>	11,679	D	\$ 104.87	82,761	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 37.51	05/11/2015		M <sup>(1)</sup>	24,793	11/04/2006 <sup>(5)</sup>	11/04/2015	RNR Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 44.3	05/11/2015		M <sup>(2)</sup>	18,811	01/03/2007 <sup>(6)</sup>	01/03/2016	RNR Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 42.66	05/11/2015		M <sup>(3)</sup>	13,535	03/21/2007 <sup>(7)</sup>	03/21/2016	RNR Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 47.98	05/11/2015		M <sup>(4)</sup>	17,368	08/08/2007 <sup>(8)</sup>	08/08/2016	RNR Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Todd Rider Fonner RENAISSANCE HOUSE			SVP & CIO	

12 CROW LANE  
PEMBROKE, D0 HM 19

## Signatures

/S/ Todd R.

05/13/2015

Fonner

\_\_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).

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person  
(1) under the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on November 4, 2005 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person  
(2) under the 2001 plan on January 3, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person  
(3) under the 2001 plan on March 21, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person  
(4) under the 2001 plan on August 8, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

(5) Vested in four equal annual installments beginning on November 4, 2006.

(6) Vested in four equal annual installments beginning on January 3, 2007.

(7) Vested in four equal annual installments beginning on March 21, 2007.

(8) Vested in four equal annual installments beginning on August 8, 2007.

### Remarks:

See attached footnotes page.

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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