

RENAISSANCERE HOLDINGS LTD

Form 4

February 23, 2017

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 *
BRANAGAN IAN D

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Risk Officer

PEMBROKE, D0 HM 19

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/21/2017 | | D ⁽¹⁾⁽²⁾ | | 1,111 | D | \$ 146.56 46,746 |
| Common Stock | 02/21/2017 | | D ⁽²⁾⁽³⁾ | | 1,263 | D | \$ 146.56 45,483 |
| Common Stock | 02/21/2017 | | D ⁽²⁾⁽⁴⁾ | | 915 | D | \$ 146.56 44,568 |
| Common Stock | 02/21/2017 | | D ⁽²⁾⁽⁵⁾ | | 105 | D | \$ 146.56 44,463 |
| Common Stock | 02/21/2017 | | F ⁽⁶⁾ | | 566 | D | \$ 146.56 43,897 |

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performance period are immediately forfeited.

- (3) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the second tranche of performance-based restricted shares granted to the reporting person on February 27, 2015 pursuant to the Plan.
Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the
- (4) first tranche of performance-based restricted shares granted to the reporting person on January 12, 2016 pursuant to the Issuer's 2001 Stock Incentive Plan as amended and restated June 1, 2002.
Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2016, of a portion of the
- (5) first tranche of performance-based restricted shares granted to the reporting person on May 16, 2016 pursuant to the Issuer's 2016 Long-Term Incentive Plan.
- (6) Shares withheld for payment of withholding taxes upon the vesting, on February 21, 2017, of performance-based restricted shares granted to the reporting person on March 3, 2014.

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.