

RENAISSANCERE HOLDINGS LTD

Form 4

March 04, 2014

**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 \*  
**KELLY JEFFREY D**

(Last) (First) (Middle)

**RENAISSANCE HOUSE, 12  
CROW LANE**

(Street)

**PEMBROKE, D0 HM 19**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**RENAISSANCERE HOLDINGS LTD [RNR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP & CFO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2014		M <sup>(1)</sup>		1,344	A	\$ 75,434
Common Stock	03/01/2014		D <sup>(1)</sup>		1,344	D	\$ 95.51
Common Stock	03/01/2014		F <sup>(3)</sup>		4,916	D	\$ 95.51
Common Stock	03/03/2014		A <sup>(4)</sup>		12,881	A	\$ 0
Common Stock	03/03/2014		A <sup>(5)</sup>		8,474	A	\$ 0
							90,529 <sup>(6)</sup>

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (7)	\$ 0 (2) (7)	03/01/2014		M(1)	1,344	(7)	(7)	Common Stock	1,344 (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JEFFREY D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			EVP & CFO	

## Signatures

/S/ Stephen H. Weinstein,  
Attorney-in-Fact

03/04/2014

\_\_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) Represents the full value, gross of applicable withholdings, of one quarter of the cash-settled restricted stock units originally granted March 1, 2010 pursuant to the 2010 Restricted Stock Unit Plan ("2010 Plan")

(2) Each restricted stock unit is the economic equivalent of one of the Issuer's common shares. On March 1, 2014, 1,344 of the Reporting Person's restricted stock units were settled for cash.

(3)

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This represents shares withheld in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from grants made on each of March 1, 2010, 2011, 2012 and 2013 pursuant to the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") which vested on March 1, 2014.

- (4) Grant of restricted common shares of the Issuer under the 2001 Plan. These shares will vest in four equal annual installments beginning on March 3, 2015.

- (5) Grant of restricted common shares of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan ("Performance Share Plan"). Vesting of these shares is subject to the satisfaction of both certain service- and performance-based vesting conditions. The amount granted represents the maximum potential achievable award. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions.

- (6) Includes 10,559 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the Performance Share Plan until the time vesting requirement is met, at which point the shares will be cancelled.

- (7) The Reporting Person received a grant of restricted stock units on March 1, 2010 under the 2010 Plan which vest in four equal annual installments. Each restricted stock unit represents a contingent right to receive, upon settlement, cash equal to the closing fair market value of one common share of the Issuer on the date of vesting.

### 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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