Weinstein Stephen Howard
Form 4
March 05, 2019

# FORM 4

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

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 [*] <br> Weinstein Stephen Howard | 2. Issuer Name **and** Ticker or Trading Symbol <br> RENAISSANCERE HOLDINGS LTD [RNR] | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) |
|---|---|---|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 03/01/2019 | _____ Director     _____ 10% Owner <br> __X__ Officer (give title _____ Other (specify below) below) <br> SVP, General Counsel & Secty |
| RENAISSANCE HOUSE, 12 CROW LANE | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ 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 | (A) or (D) | Price | | | |
| Common Stock | 03/01/2019 | | F[(1)] | | 855 | D | $146.1 | 81,548 | D | |
| Common Stock | 03/01/2019 | | F[(2)] | | 543 | D | $146.1 | 81,005 | D | |
| Common Stock | 03/01/2019 | | F[(3)] | | 176 | D | $146.1 | 80,829 | D | |
| Common Stock | 03/01/2019 | | F[(4)] | | 537 | D | $146.1 | 80,292 | D | |
| Common Stock | 03/01/2019 | | F[(5)] | | 634 | D | $146.1 | 79,658 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 03/01/2019 | | A[(6)] | 5,255 | A | $ 0 | 84,913 | D | |
| Common Stock | 03/01/2019 | | A[(7)] | 5,659 | A | $ 0 | 90,572 | D | |
| Common Stock | | | | | | | 3,388 | I | by Trust [(8)] |

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

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**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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | Code V (A) (D) | | | | | | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19 | | | SVP, General Counsel & Secty | |

# Signatures

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

03/05/2019

[**]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)**    Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on February 27, 2015.

**(2)**    Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on January 12, 2016.

**(3)**    Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on May 16, 2016.

**(4)**    Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on March 1, 2017.

**(5)**    Shares withheld for payment of withholding taxes upon the vesting of restricted shares granted to the reporting person on March 1, 2018.

**(6)**    Grant of restricted common shares of the Issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan (the "2016 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2020.

**(7)**    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, 2021, 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 growth in tangible book value per common share plus accumulated dividends ("TBVPS + AD") during a given calendar-year performance period (2019, 2020 or 2021), 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 growth in TBVPS + AD for a performance period, there are shares that are no longer eligible to vest, those shares will be immediately forfeited.

**(8)**    Shares held by two separate trusts for the benefit of each of two minor children of the reporting person, which shares may be deemed to be beneficially owned by the reporting person.

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.