### Edgar Filing: RENAISSANCERE HOLDINGS LTD - Form 4

#### RENAISSANCERE HOLDINGS LTD

Form 4

March 04, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BRANAGAN IAN D	2. Issuer Name <b>and</b> 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	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2014	Director 10% Owner _X_ Officer (give title Other (specify below)  SVP, Chief Risk Officer		
(Street) PEMBROKE, D0 HM 19	4. If Amendment, Date Original Filed(Month/Day/Year)	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)	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficially Owned (D) or Ownership Indirect (I) (Instr. 4			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	03/01/2014		M(1)	1,792	A	<u>(2)</u>	77,155	D		
Common Stock	03/01/2014		D <u>(1)</u>	1,792	D	\$ 95.51	75,363	D		
Common Stock	03/03/2014		A(3)	10,554	A	\$ 0	85,917	D		
Common Stock	03/03/2014		A(4)	6,943	A	\$ 0	92,860 (5)	D		

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)	Code	Securities		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		tion Derivative Expiration Date Securities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sec (Ins
			Code V	V (A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								
Restricted Stock Units (6)	\$ 0 (2) (6)	03/01/2014	M <u>(1)</u>	1,7	792	<u>(6)</u>	<u>(6)</u>	Common Stock	1,792 (1)	<u>(</u> :							

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRANAGAN IAN D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

SVP, Chief Risk Officer

### **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, 1,792 of the Reporting Person's Restricted Stock Units were settled for cash.
- (3) Grant of restricted common shares of the Issuer pursuant to the Amended and Restated 2001 Stock Incentive Plan ("2001 Plan"). These shares will vest in four equal annual installments beginning on March 3, 2015.

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- 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.
- Includes 7,825 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.
- The Reporting Person received a grant of restricted stock units on March 1, 2010 under the 2010 Plan which vest in four equal annual (6) 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. 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.