

RENAISSANCERE HOLDINGS LTD
 Form 4
 March 04, 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 *
 Mitchell H Elizabeth

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)
 03/02/2015

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 President & CEO ? Platinum US

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	03/02/2015		J ⁽¹⁾		24,124 ⁽²⁾	A	③
					24,124	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell H Elizabeth RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			President & CEO ?	Platinum US

Signatures

/S/ Gareth S. Bahlmann,
Attorney-in-Fact

03/04/2015

**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) Acquired by the Reporting Person in connection with the Agreement and Plan of Merger, dated as of November 23, 2014 (the "Merger Agreement"), by and among Platinum Underwriters Holdings, Ltd. ("Platinum"), RenaissanceRe Holdings Ltd. (the "RenaissanceRe") and Port Holdings Ltd.

(2) The number of RenaissanceRe common shares reported are subject to adjustment due to possible tax withholding and other factors. As it is not practicable to determine the exact number of RenaissanceRe common shares to be received by the Reporting Person as of the date of this Form 4, once the exact amount of shares is determined, the Reporting Person will file an amendment to this Form 4, if necessary.

(3) Pursuant to the terms of the Merger Agreement, upon closing of the merger, 59,231 Platinum common shares held by the Reporting Person for which a valid election to receive the "share election consideration" was made were converted into the right to receive, for each Platinum common share, approximately \$24.66 in cash and 0.4073 RenaissanceRe common shares, subject to reduction for tax withholding. No fractional RenaissanceRe common shares will be issued and in lieu of fractional shares, the Reporting Person will receive cash.

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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