

RENAISSANCERE HOLDINGS LTD  
Form 8-K  
May 16, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 15, 2013

**RenaissanceRe Holdings Ltd.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction

of incorporation)

**001-14428**  
(Commission

File Number)

**98-014-1974**  
(IRS Employer

Identification No.)

**Renaissance House**

**12 Crow Lane, Pembroke**

**Bermuda**  
(Address of principal executive offices)

**HM 19**  
(Zip Code)

**Registrant's telephone number, including area code: (441) 295-4513**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

The 2013 Annual General Meeting of Shareholders (the Annual Meeting ) of RenaissanceRe Holdings Ltd. (the Company ) was held on Wednesday, May 15, 2013 in Pembroke, Bermuda. As of March 15, 2013, the record date for the Annual Meeting, there were 44,510,091 shares of common stock issued and outstanding. A quorum of 38,750,456 shares of common stock was present or represented at the Annual Meeting.

Each of the proposals described in the Company s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 5, 2013 (the Proxy Statement ), was approved. The final results of the proposals are as follows:

- Shareholders elected each of the Company s five nominees for director to serve (a) with respect to Mr. Gray, a term of two years to expire at the 2015 Annual Meeting of Shareholders or until his successor is duly elected and qualified, to fill the vacancy created by the retirement of Mr. Thomas A. Cooper from the Company s Board of Directors and (b) with respect to Messrs. Klehm, Levy, Trivisonno and Zore, a term of three years to expire at the 2016 Annual Meeting of Shareholders or until their successors are duly elected and qualified, as set forth below:

| Name                   | Votes For  | Votes Withheld |
|------------------------|------------|----------------|
| Brian G.J. Gray        | 35,840,889 | 1,152,628      |
| Henry Klehm III        | 35,066,274 | 1,927,243      |
| Ralph B. Levy          | 36,484,724 | 508,793        |
| Nicholas L. Trivisonno | 35,135,013 | 1,858,504      |
| Edward J. Zore         | 36,484,924 | 508,593        |

There were 1,756,939 Broker Non-Votes for the directors.

- Shareholders approved an advisory vote on the compensation of the Company s named executive officers, as set forth below:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 34,848,428 | 2,034,226     | 110,863     | 1,756,939        |

- Shareholders appointed the firm of Ernst & Young Ltd. as the Company s independent registered public accounting firm for the 2013 fiscal year until the Company s 2014 Annual Meeting and referred the determination of Ernst & Young Ltd. s remuneration to the Company s Board of Directors, as set forth below:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 38,317,935 | 378,430       | 54,091      |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2013

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein

Name: Stephen H. Weinstein

Title: SVP, General Counsel & Corporate Secretary

- 3 -