

RENAISSANCERE HOLDINGS LTD  
Form 8-K  
May 20, 2011

**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 18, 2011

**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.)

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**Renaissance House**

**12 Crow Lane, Pembroke**

**Bermuda**

**(Address of principal executive offices)**

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

**HM 19**

**(Zip Code)**

**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 2011 Annual Meeting of Shareholders (the Annual Meeting ) of the Company was held on Wednesday, May 18, 2011 in Pembroke, Bermuda. As of March 22, 2011, the record date for the Annual Meeting, there were 51,737,704 shares of common stock issued and outstanding. A quorum of 46,379,543 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 8, 2011 was approved. The final results of the proposals are as follows:

- Shareholders elected each of the Company s four nominees for director to serve a term of three years to expire at the 2014 Annual Meeting of Shareholders or until their successors are duly elected and qualified, as set forth below:

| Name                 | Votes For  | Votes Withheld |
|----------------------|------------|----------------|
| David C. Bushnell    | 42,275,872 | 1,022,913      |
| James L. Gibbons     | 42,278,952 | 1,019,833      |
| Jean D. Hamilton     | 39,122,777 | 4,176,008      |
| Anthony M. Santomero | 42,276,527 | 1,022,258      |

There were 3,080,758 Broker Non-Votes for the directors.

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

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 33,240,743 | 9,537,197     | 520,845     | 3,080,758        |

- Shareholders approved holding an advisory Say-on-Pay Vote every year, as set forth below:

| 1 Year     | 2 Years | 3 Years   | Abstentions |
|------------|---------|-----------|-------------|
| 38,706,144 | 17,453  | 3,998,575 | 576,613     |

Based on the results of this vote, the Company s Board of Directors has determined that it will hold an advisory Say-on-Pay Vote every year.

- Shareholders appointed the firm of Ernst & Young Ltd. as the Company s independent registered public accounting firm for the 2011 fiscal year until the Company s 2012 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 |
|------------|---------------|-------------|
| 45,984,907 | 8,084         | 386,552     |

**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 20, 2011

RENAISSANCERE HOLDINGS LTD.

By: /s/ Stephen H. Weinstein  
Name: Stephen H. Weinstein  
Title: SVP, General Counsel, & Corporate Secretary