

PLATINUM UNDERWRITERS HOLDINGS LTD
 Form 4
 March 02, 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 *
 Kurtzman Kenneth A

2. Issuer Name and Ticker or Trading Symbol
 PLATINUM UNDERWRITERS HOLDINGS LTD [PTP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CRO & IR DIR - PASI

PLATINUM ADMINISTRATIVE SERVICES, INC., 2 STAMFORD PLAZA, SUITE 1504

(Street)

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

STAMFORD, CT 06901

(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)
Common Shares	03/02/2015		D	(A) or (D) Amount 44,972 (1)	(A) or (D) Price (2) (3) 0	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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RenaissanceRe common shares, and the share election consideration is subject to proration if the un-prorated aggregate share consideration is greater than 7,500,000 RenaissanceRe common shares. This proration calculation has not been finalized as of the date of this Form 4 and thus it is not possible to determine the exact amount of consideration to be received by the reporting person as of the date of this Form 4. Once the exact amount of consideration is determined, the reporting person will file an amendment to this Form 4, if necessary.

- (4) These Market Share Units were granted on July 24, 2013. Pursuant to the terms of the Merger Agreement, upon closing of the merger, these Market Share Units will be cancelled and the holder will receive, per their election, an amount equal to 0.2960 common shares of RenaissanceRe and \$35.96 in cash per each MSU achieved share (as defined in the Merger Agreement), subject to proration. The MSU achieved shares equaled 1.33 times each Market Share Unit, based on the difference between the average closing prices of the Common Shares for the twenty trading days ending on February 27, 2015 and June 30, 2013. Fractional RenaissanceRe common shares will be paid in cash.

- (5) These Market Share Units were granted on July 23, 2012. Pursuant to the terms of the Merger Agreement, upon closing of the merger, these Market Share Units will be cancelled and the holder will receive, per their election, an amount equal to 0.2960 common shares of RenaissanceRe and \$35.96 in cash per each MSU achieved share (as defined in the Merger Agreement), subject to proration. The MSU achieved shares equaled 1.5 times each Market Share Unit, based on the difference between the average closing prices of the Common Shares for the twenty trading days ending on February 27, 2015 and June 30, 2012. Fractional RenaissanceRe common shares will be paid in cash.

- (6) The Option vested in four equal annual installments beginning on February 20, 2009.

- (7) Pursuant to the terms of the Merger Agreement, upon closing of the merger, these Options will be cancelled and the holder will receive, per their election, an amount equal to 0.2960 common shares of RenaissanceRe and \$35.96 in cash per each Common Share obtainable upon exercise of the Option, subject to proration. Fractional RenaissanceRe common shares will be paid in cash.

- (8) The Option vested in four equal annual installments beginning on February 21, 2008.

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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