

RITCHIE BROS AUCTIONEERS INC

Form 4

March 14, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Werner Karl William

(Last) (First) (Middle)

C/O RITCHIE BROS.  
AUCTIONEERS INC., 9500  
GLENLYON PARKWAY

(Street)

BURNABY, A1 V5J 0C6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

RITCHIE BROS AUCTIONEERS  
INC [RBA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Ch. Op. & Supp. Dev. Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/10/2017		M		3,863	A	<u>(1)</u>	3,863	D	
Common Shares	03/10/2017		M		262	A	<u>(1)</u>	4,125	D	
Common Shares	03/10/2017		M		5,010	A	<u>(2)</u>	9,135	D	
Common Shares	03/10/2017		M		340	A	<u>(2)</u>	9,475	D	
	03/10/2017		D		9,475	D		0	D	

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Common Shares	\$	32.72		
Common Shares	27,896	I		Long-Term Investment Plan
Common Shares	2,096 <sup>(3)</sup>	I		Employee Stock Purchase Plan

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)

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 or Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2014 DER PSU <sup>(4)</sup>	<u>(1)</u>	03/10/2017		M		262		<u>(1)</u>	<u>(1)</u>	Common Shares	262	\$ 0
2014 PSUs <sup>(5)</sup>	<u>(1)</u>	03/10/2017		M		3,863		<u>(1)</u>	<u>(1)</u>	Common Shares	3,863	\$ 0
2014 DER RSU <sup>(6)</sup>	<u>(2)</u>	03/10/2017		M		340		<u>(2)</u>	<u>(2)</u>	Common Shares	340	\$ 0
2014 RSU <sup>(7)</sup>	<u>(2)</u>	03/10/2017		M		5,010		<u>(2)</u>	<u>(2)</u>	Common Shares	5,010	\$ 0

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Werner Karl William  
C/O RITCHIE BROS. AUCTIONEERS INC.  
9500 GLENLYON PARKWAY  
BURNABY, A1 V5J 0C6

Ch. Op. & Supp. Dev. Officer

## Signatures

Maria Teresa Punsalan as attorney-in-fact for Karl William  
Werner

03/14/2017

\_\_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) Each PSU and DER represented a contingent right to receive the economic equivalent of one RBA common share. The PSUs and DERs vested on 3/10/2017. As determined by the Compensation Committee, the cash value of the common shares underlying the vested PSUs and DERs (determined in accordance with the RBA pre-2015 Performance Share Unit Plan) will be paid to the reporting person, net of applicable tax, as soon as practicable following the end of the month in which the PSUs and DERs vested

(2) Each RSU and DER represented a contingent right to receive the economic equivalent of one RBA common share. The RSUs and DERs vested on 3/10/2017. As determined by the Compensation Committee, the cash value of the common shares underlying the vested RSUs and DERs (determined in accordance with the RBA Restricted Share Unit Plan) will be paid to the reporting person, net of applicable tax, as soon as practicable following the end of the month in which the RSUs and DERs vested.

(3) Updated to include all Employee Stock Purchase Plan purchases through March 10, 2017.

(4) Dividend Equivalent Rights ("DER") for 2014 Performance Share Units

(5) Performance Share Units ("PSUs") - 2014

(6) Dividend Equivalent Rights ("DER") for 2014 Restricted Share Units

(7) Restricted Share Units ("RSUs") - 2014

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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