

Werner Karl William  
Form 4  
September 06, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading  
Symbol

RITCHIE BROS AUCTIONEERS  
INC [RBA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/03/2017

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

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

(Street)

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

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

BURNABY, A1 V5J 0C6

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.               |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |
| Performance<br>Share Units<br>(2015 PSUs)           | (1)                                                                   | 09/03/2017(2)                           |                                                             | A                                       |                                                                                                                 | 9,486                                                          |     | (3)                                                                 | (3)                | Common<br>Shares | 9,486                                  |
| Dividend<br>Equivalent<br>Rights (2015<br>PSUs)     | (4)                                                                   | 09/03/2017(4)                           |                                                             | A                                       |                                                                                                                 | 473                                                            |     | (4)                                                                 | (4)                | Common<br>Shares | 473                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships                    |
|-----------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                           | Director 10% Owner Officer Other |
| Werner Karl William<br>C/O RITCHIE BROS. AUCTIONEERS INC.<br>9500 GLENLYON PARKWAY<br>BURNABY, A1 V5J 0C6 | Ch. Op. & Supp. Dev. Officer     |

## Signatures

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

09/06/2017

\*\*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 represents a contingent right to receive one RBA common share or the economic equivalent thereof.

(2) The RBA Compensation Committee determined that the PSUs, previously granted to the reporting person, are eligible for vesting because certain performance criteria were satisfied.

(3) The PSUs vest on 3/10/2018. The common shares underlying vested PSUs or the cash value thereof (as determined by the Committee in accordance with the RBA Senior Executive Performance Share Unit Plan) will be paid to the reporting person, net of tax, as soon as practicable following the end of the month in which the PSUs vest.

(4) Each dividend equivalent right represents a contingent right to receive one RBA common share or the economic equivalent thereof. DERs accrued in respect of the 2015 PSUs vest and become exercisable concurrently with the PSUs to which they relate.

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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