

Saligram Ravichandra Krishnamurty

Form 4

March 13, 2018

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 *
Saligram Ravichandra Krishnamurty

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)
03/09/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

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)
☒ 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 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	03/09/2018		M	(A) or (D) Amount 69,755 (1)	A (2) 93,541	D	
Common Shares	03/09/2018		M	(A) or (D) Amount 4,750 (1)	A (2) 98,291	D	

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

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information contained in this form are not
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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Dividend Equivalent Rights (2015 PSUs)	(3)	03/09/2018		A	391	(3) (3)	Common Shares 391
Dividend Equivalent Rights (2016 PSUs)	(4)	03/09/2018		A	92	(4) (4)	Common Shares 92
Dividend Equivalent Rights (2015 PSUs)	(3)	03/09/2018		M	4,750	(2) (2)	Common Shares 4,750
2015 PSU (5)	(2)	03/09/2018		M	69,755	(2) (2)	Common Shares 69,755

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Saligram Ravichandra Krishnamurty C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY, A1 V5J 0C6	X		CEO	

Signatures

Maria Teresa Punsalan attorney-in-fact- for Ravichandra K. Saligram 03/13/2018

__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) Represents pre-tax amount of award. Share issuance will be made net of tax withholding ("TW"). TW will be reported on separately within 2 business days of the TW determination date.

Each PSU and associated dividend equivalent right represents a contingent right to receive one RBA common share or the economic equivalent thereof. The PSUs and DERs vested on March 9, 2018. As determined by the Compensation Committee, the vested PSUs and dividend equivalent rights determined in accordance with the RBA 2015 Senior Executive Performance Share Unit Plan will be settled in common shares issued to the reporting person, net of applicable tax, as soon as practicable following the end of the month in which the PSUs and related dividend equivalent rights vested.

- (3) Each dividend equivalent right represents a contingent right to receive on RBA common share or the economic equivalent thereof. The dividend equivalent rights accrued in respect of the 2015 grant of performance share units, and become exercisable proportionately with the performance share units to which they relate.

- (4) Each dividend equivalent right represents a contingent right to receive on RBA common share or the economic equivalent thereof. The dividend equivalent rights accrued in respect of the 2016 grant of performance share units and become exercisable proportionately with the performance share units to which they relate.

- (5) Performance Share Units (PSUs) - 2015

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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