

Saligram Ravichandra Krishnamurty  
Form 4/A  
March 13, 2019

**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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response... 0.5

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

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

(Street)  
BURNABY, A1 V5J 0C6

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
03/05/2019

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

(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)
			Code	V	Amount (1)	(A) or (D)	Price
Common Shares	03/01/2019		M		76,865 (1)	A	\$ 0
Common Shares	03/01/2019		M		4,906 (1)	A	\$ 0

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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SEC 1474  
(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Share Units (2016 PSUs)	(2)	03/01/2019		A	56,652	03/01/2019 03/01/2019	Common Shares
Dividend Equivalent Rights (2016 PSUs)	(2)	03/01/2019		A	3,326	03/01/2019 03/01/2019	Common Shares
Performance Share Units (2016 PSUs)	(2)	03/01/2019		M	76,865	03/01/2019 03/01/2019	Common Shares
Dividend Equivalent Rights (2016 PSUs)	(2)	03/01/2019		M	3,326	03/01/2019 03/01/2019	Common Shares

## 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

/s/ Maria Teresa Punsalan as attorney-in-fact for Ravichandra K. Saligram 03/13/2019

\_\_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.

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- (2) Each PSU and DER represented a contingent right to receive one RBA common share or the economic equivalent thereof. The PSUs and DERs vested on March 1, 2019, the same date on which the Compensation Committee determined that certain of such PSUs and DERs were eligible for vesting because certain performance criteria were satisfied. As determined by the Compensation Committee, the PSUs and DERs will be settled in common shares issued to the reporting person, net of applicable tax, as soon as practicable.

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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