

Marck Marianne
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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marck Marianne

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
(Street)

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

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Information Officer

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)
X 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. 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 | 03/01/2019 | | M | (A) or (D) 5,725 (1) A \$ 0 | 5,725 | D | |
| Common Shares | 03/01/2019 | | M | 366 (1) A \$ 0 | 6,091 | D | |

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: Marck Marianne - Form 4/A

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 Security (Instr. 3 and 4) | 8. An or Nu of Sha |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance Share Units (2016 PSUs) | (2) | 03/01/2019 | | A | 4,220 | 03/01/2019 03/01/2019 | Common Shares | 4. |
| Dividend Equivalent Rights (2016 PSUs) | (2) | 03/01/2019 | | A | 248 | 03/01/2019 03/01/2019 | Common Shares | 2 |
| Performance Share Units (2016 PSUs) | (2) | 03/01/2019 | | M | 5,725 | 03/01/2019 03/01/2019 | Common Shares | 5. |
| Dividend Equivalent Rights (2016 PSUs) | (2) | 03/01/2019 | | M | 366 | 03/01/2019 03/01/2019 | Common Shares | 3 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marck Marianne
C/O RITCHIE BROS. AUCTIONEERS INC.
9500 GLENLYON PARKWAY
BURNABY, A1 V5J 0C6

Chief Information Officer

Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Marianne Marck

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)

Edgar Filing: Marck Marianne - Form 4/A

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.

- (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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.