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RITCHIE BROS AUCTIONEERS INC

Form 3

December 31, 2015

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

A Driscoll Sharon Ruth

C/O RITCHIE BROS.

(Last)

(First)

AUCTIONEERS INC., Â 9500 GLENLYON PARKWAY

(Street)

(Middle)

Statement

(Month/Day/Year)

01/01/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

RITCHIE BROS AUCTIONEERS INC [RBA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director

10% Owner

_X__ Officer Other (give title below) (specify below) Chief Financial 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

BURNABY. A1Â V5J 0C6

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Shares 242 Ι Employee Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

6. Nature of Indirect 5. Ownership Beneficial Form of Ownership

(Instr. 5)

Derivative Security:

1

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	08/12/2015(1)	08/11/2025	Common Shares	40,764	\$ 30.17	D	Â
Restricted Share Units ("RSUs") - 2015	(2)	(2)	Common Shares	2,737	\$ (3)	D	Â
Dividend Equivalent Rights (2015 RSUs)	(4)	(4)	Common Shares	34	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Driscoll Sharon Ruth C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY Â A1Â V510C6	Â	Â	Chief Financial Officer	Â		

Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Sharon Ruth Driscoll

12/31/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Date of grant is reflected above. The options vest on the 3rd anniversary of the date of grant.
 - RSUs vest as follows: 1/3 annually on 8/12/16, 8/12/17 and 8/12/18. The cash value of the common shares underlying vested RSUs (determined in accordance with the RBA Restricted 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 RSUs vest; provided, that if such payment would occur at any time at which the
- (2) reporting person may be in possession of undisclosed material information regarding RBA, or at any time at which, pursuant to any securities trading policy of RBA, the reporting person is restricted from trading in RBA securities, unless the Committee otherwise determines, payment will be postponed to the date which is 5 days after the later of (i) the date on which the reporting person is no longer in possession of such information or (ii) the date on which the reporting person is no longer restricted from trading in RBA securities.
- (3) Each restricted share unit represents a contingent right to receive the economic equivalent of one RBA common share.
- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of one grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.

Â

Remarks:

EXHIBIT 24.1 Power of Attorney

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.

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