

Driscoll Sharon Ruth
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Driscoll Sharon Ruth

2. Issuer Name and Ticker or Trading Symbol
RITCHIE BROS AUCTIONEERS INC [RBA]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)
C/O RITCHIE BROS.
AUCTIONEERS INC., 9500
GLENLYON PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

BURNABY, A1 V5J 0C6
(City) (State) (Zip)

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

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 (1) 15,003 | A (2) 16,003 | D | |
| Common Shares | 03/09/2018 | | M | (A) or (D) Amount (1) 945 | A (2) 16,948 | D | |
| Common Shares | | | | | 1,375 | I | Held by spouse |
| Common Shares | | | | | 2,112 (3) | I | Employee Stock Purchase |

Plan

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

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SEC 1474
(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Dividend Equivalent Rights (2015 RSUs) | <u>(4)</u> | 03/09/2018 | | A | 6 | <u>(4)</u> <u>(4)</u> | Common Shares | 6 |
| Dividend Equivalent Rights (2015 PSUs) | <u>(5)</u> | 03/09/2018 | | A | 84 | <u>(5)</u> <u>(5)</u> | Common Shares | 84 |
| Dividend Equivalent Rights (2016 PSUs) | <u>(6)</u> | 03/09/2018 | | A | 15 | <u>(6)</u> <u>(6)</u> | Common Shares | 15 |
| 2015 PSU <u>(7)</u> | <u>(2)</u> | 03/09/2018 | | M | 15,003 | <u>(2)</u> <u>(2)</u> | Common Shares | 15,003 |
| Dividend Equivalent Rights (2015 PSUs) | <u>(5)</u> | 03/09/2018 | | M | 945 | <u>(2)</u> <u>(2)</u> | Common Shares | 945 |

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, A1 V5J 0C6 | | | Chief Financial Officer | |

Signatures

| | |
|---|------------|
| Maria Teresa Punsalan attorney-in-fact- for Sharon Ruth Driscoll | 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
 - (2) 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) Includes all Employee Stock Purchase Plan purchases through March 9, 2018.

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

Each dividend equivalent right represents a contingent right to receive on RBA common share or the economic equivalent thereof. The
 - (5) 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.
 - (6) 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.
 - (7) 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. 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.