

RITCHIE BROS AUCTIONEERS INC  
 Form 4  
 March 09, 2016

**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 \*  
 McLeod Robert Alastair

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 Bus. Dev. Officer

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/04/2016

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 Indirect Beneficial Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |
| Common Shares                   | 03/04/2016                           |  | M                              |   | 3,585   | A  | (1)   | 9,985  | D |
| Common Shares                   | 03/04/2016                           |  | M                              |   | 263   | A  | (1)   | 10,248 | D |
| Common Shares                   | 03/04/2016                           |  | M                              |   | 5,385   | A  | (2)   | 15,633 | D |
| Common Shares                   | 03/04/2016                           |  | M                              |   | 395   | A  | (2)   | 16,028 | D |
|                                 | 03/04/2016                           |  | D                              |   | 9,628   | D  |   | 6,400  | D |

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|               |    |                       |   |                              |
|---------------|----|-----------------------|---|------------------------------|
| Common Shares | \$ | 23.33                 |   |                              |
| Common Shares |    | 19,029                | I | Long-Term Investment Plan    |
| Common Shares |    | 11,157 <sup>(3)</sup> | I | Employee Stock Purchase Plan |
| Common Shares |    | 1,856                 | I | Held by spouse               |

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.**

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(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. Price of Derivative Security (Instr. 3) |                            |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |    |
| 2013 DER PSU <sup>(4)</sup>                | <sup>(5)</sup>   | 03/04/2016                           |  | A                              | 26  | <sup>(5)</sup>   | <sup>(5)</sup>  | Common Shares                              | 26                         | \$ |
| 2013 DER RSU <sup>(6)</sup>                | <sup>(7)</sup>   | 03/04/2016                           |  | A                              | 39  | <sup>(7)</sup>   | <sup>(7)</sup>  | Common Shares                              | 39                         | \$ |
| 2014 DER PSU <sup>(8)</sup>                | <sup>(9)</sup>   | 03/04/2016                           |  | A                              | 21  | <sup>(9)</sup>   | <sup>(9)</sup>  | Common Shares                              | 21                         | \$ |
| 2014 DER RSU <sup>(10)</sup>               | <sup>(11)</sup>  | 03/04/2016                           |  | A                              | 35  | <sup>(11)</sup>  | <sup>(11)</sup>   | Common Shares                              | 35                         | \$ |
| 2013 PSUs <sup>(12)</sup>                  | <sup>(1)</sup>   | 03/04/2016                           |  | M                              | 3,585   | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Shares                              | 3,585                      | \$ |

|                        |     |            |   |       |     |     |                  |       |    |
|------------------------|-----|------------|---|-------|-----|-----|------------------|-------|----|
| 2013<br>DER<br>PSU (4) | (1) | 03/04/2016 | M | 263   | (1) | (1) | Common<br>Shares | 263   | \$ |
| 2013<br>RSU (13)       | (2) | 03/04/2016 | M | 5,385 | (2) | (2) | Common<br>Shares | 5,385 | \$ |
| 2013<br>DER<br>RSU (6) | (2) | 03/04/2016 | M | 395   | (2) | (2) | Common<br>Shares | 395   | \$ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| McLeod Robert Alastair<br>C/O RITCHIE BROS. AUCTIONEERS INC.<br>9500 GLENLYON PARKWAY<br>BURNABY, A1 V5J 0C6 |               |           | Chief Bus. Dev. Officer |       |

## Signatures

Maria Teresa Punsalan as attorney-in-fact for Robert Alastair  
McLeod

03/09/2016

\_\_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) Each PSU and DER represented a contingent right to receive the economic equivalent of one RBA common share. The PSUs and DERs vested on 3/4/2016. As determined by the Compensation Committee, the cash value of the common shares underlying the vested PSUs and DERs (determined in accordance with the RBA pre-2015 Performance Share Unit Plan) will be paid to the reporting person, net of applicable tax, as soon as practicable following the end of the month in which the PSUs and DERs vested
- (2) Each RSU and DER represented a contingent right to receive the economic equivalent of one RBA common share. The RSUs and DERs vested on 3/4/2016. As determined by the Compensation Committee, the cash value of the common shares underlying the vested RSUs and DERs (determined in accordance with the RBA Restricted Share Unit Plan) will be paid to the reporting person, net of applicable tax, as soon as practicable following the end of the month in which the RSUs and DERs vested.
- (3) Updated to include all Employee Stock Purchase Plan purchases through February 29, 2016.
- (4) Dividend Equivalent Rights ("DER") for 2013 Performance Share Units
- (5) 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 the 2013 grant of performance share units under the pre-2015 Performance Share Unit Plan, and become exercisable proportionately with the performance share units to which they relate. Excludes dividend equivalent rights that relate to performance share units for which the performance criteria has not been satisfied.
- (6) Dividend Equivalent Rights ("DER") for 2013 Restricted Share Units
- (7) 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 the 2013 grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.
- (8) Dividend Equivalent Rights ("DER") for 2014 Performance Share Units
- (9) 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 the 2014 grant of performance share units under the pre-2015 Performance Share Unit

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Plan, and become exercisable proportionately with the performance share units to which they relate. Excludes dividend equivalent rights that relate to performance share units for which the performance criteria has not been satisfied.

**(10)** Dividend Equivalent Rights ("DER") for 2014 Restricted Share Units

Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The

**(11)** dividend equivalent rights accrued in respect of the 2014 grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.

**(12)** Performance Share Units ("PSUs") - 2013

**(13)** Restricted Share Units ("RSUs") - 2013

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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