

RITCHIE BROS AUCTIONEERS INC

Form 4

March 09, 2016

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Watt Darren Jeffrey

(Last) (First) (Middle)

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

(Street)

BURNABY, A1 V5J 0C6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

RITCHIE BROS AUCTIONEERS  
INC [RBA]

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Gen. Counsel & Corp. Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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		1,569	A	11	1,569	D	
Common Shares	03/04/2016		M		115	A	11	1,684	D	
Common Shares	03/04/2016		D		1,684	D	\$ 23.33	0	D	
Common Shares								1,698	I	Long-Term Investment Plan

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Common Shares	966 <sup>(2)</sup>	I	Employee Stock Purchase Plan
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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. Price Deriva Securi (Instr.		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2013 DER RSU <sup>(3)</sup>	<sup>(4)</sup>	03/04/2016		A	11	<sup>(4)</sup>	<sup>(4)</sup>	Common Shares	11	\$
2014 DER RSU <sup>(5)</sup>	<sup>(6)</sup>	03/04/2016		A	10	<sup>(6)</sup>	<sup>(6)</sup>	Common Shares	10	\$
2013 RSU <sup>(7)</sup>	<sup>(1)</sup>	03/04/2016		M	1,569	<sup>(1)</sup>	<sup>(1)</sup>	Common Shares	1,569	\$
2013 DER RSU <sup>(3)</sup>	<sup>(1)</sup>	03/04/2016		M	115	<sup>(1)</sup>	<sup>(1)</sup>	Common Shares	115	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Watt Darren Jeffrey C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY, A1 V5J 0C6	Gen. Counsel & Corp. Secretary

## Signatures

Maria Teresa Punsalan as attorney-in-fact for Darren Jeffrey  
Watt

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 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.

(2) Updated to include all Employee Stock Purchase Plan purchases through February 29, 2016.

(3) Dividend Equivalent Rights ("DER") for 2013 Restricted Share Units

(4) 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.

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

(6) 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 restricted share units, and become exercisable proportionately with the restricted share units to which they relate.

(7) 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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