

RITCHIE BROS AUCTIONEERS INC  
 Form 4  
 March 10, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/08/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Bus. Dev. Officer

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

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

BURNABY, A1 V5J 0C6  
 (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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Shares                   | 03/08/2016                           |  | M                              |   | 11,200  | A  | \$ 14.5                                    |
| Common Shares                   | 03/08/2016                           |  | S                              |   | 11,200  | D  | \$ 25.31                                   |
| Common Shares                   |                                      |  |                                |   | 19,029  | I  |  |
| Common Shares                   |                                      |  |                                |   | 11,157  | I  |  |

Long-Term Investment Plan  
 Employee Stock

|               |       |   |                                 |
|---------------|-------|---|---------------------------------|
| Common Shares | 1,856 | I | Purchase Plan<br>Held by spouse |
|---------------|-------|---|---------------------------------|

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

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   |  |   |                            |                            |
| Employee Stock Option (Right to Buy)       | \$ 14.5  | 03/08/2016                           |  | M                              | 11,200  | <u>(1)</u> 03/05/2019                                    | Common Shares   | 11,200                     |                            |

## Reporting Owners

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

## Signatures

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

03/10/2016

\_\_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) The option was granted on March 5, 2009 and vested in three equal annual installments beginning on March 5, 2010.

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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