

RITCHIE BROS AUCTIONEERS INC
 Form 4
 March 14, 2017

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 *
 Werner Karl William

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
X Officer (give title below) ___ Other (specify below)
 Ch. Op. & Supp. Dev. Officer

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/10/2017

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)
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	03/10/2017		M		3,863	A	①	3,863	D
Common Shares	03/10/2017		M		262	A	①	4,125	D
Common Shares	03/10/2017		M		5,010	A	②	9,135	D
Common Shares	03/10/2017		M		340	A	②	9,475	D
	03/10/2017		D		9,475	D		0	D

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Common Shares		\$					
		32.72					
Common Shares			27,896	I			Long-Term Investment Plan
Common Shares			2,096 ⁽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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(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 or Derivative Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
2014 DER PSU ⁽⁴⁾	<u>(1)</u>	03/10/2017		M	262	<u>(1)</u>	<u>(1)</u>	Common Shares	262	\$
2014 PSUs ⁽⁵⁾	<u>(1)</u>	03/10/2017		M	3,863	<u>(1)</u>	<u>(1)</u>	Common Shares	3,863	\$
2014 DER RSU ⁽⁶⁾	<u>(2)</u>	03/10/2017		M	340	<u>(2)</u>	<u>(2)</u>	Common Shares	340	\$
2014 RSU ⁽⁷⁾	<u>(2)</u>	03/10/2017		M	5,010	<u>(2)</u>	<u>(2)</u>	Common Shares	5,010	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Werner Karl William
C/O RITCHIE BROS. AUCTIONEERS INC.
9500 GLENLYON PARKWAY
BURNABY, A1 V5J 0C6

Ch. Op. & Supp. Dev. Officer

Signatures

Maria Teresa Punsalan as attorney-in-fact for Karl William
Werner

03/14/2017

__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 3/10/2017. 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 3/10/2017. 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 March 10, 2017.

(4) Dividend Equivalent Rights ("DER") for 2014 Performance Share Units

(5) Performance Share Units ("PSUs") - 2014

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

(7) Restricted Share Units ("RSUs") - 2014

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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