

Werner Karl William  
 Form 4  
 December 11, 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/08/2017

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Ch. Op. & Supp. 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 Beneficial Ownership (Instr. 4) |                      |   |                              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------|---|------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                      |   |                              |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |                      |   |                              |
| Common Shares                   | 12/08/2017                           |  | M                              |   | 5,400   | A  | \$ 24.39  | 5,400                | D |                              |
| Common Shares                   | 12/08/2017                           |  | S                              |   | 5,400   | D  | \$ 28.68  | 0                    | D |                              |
| Common Shares                   |                                      |  |                                |   |   |  |   | 2,885 <sup>(1)</sup> | I | Employee Stock Purchase Plan |
| Common                          |                                      |  |                                |   |   |  |   | 27,896               | I | Long-Term                    |

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Shares

Investment 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 24.39   | 12/08/2017                           |  | M                              | 5,400   | 02/28/2009 02/28/2018                                    | Common Shares   | 5,400                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Werner Karl William<br>C/O RITCHIE BROS. AUCTIONEERS INC.<br>9500 GLENLYON PARKWAY<br>BURNABY, A1 V5J 0C6 |               |           | Ch. Op. & Supp. Dev. Officer |       |

## Signatures

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

12/11/2017

\*\*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) Includes all Employee Stock Purchase Plan purchases through December 8, 2017

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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