

Werner Karl William
Form 4
June 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
06/08/2018

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 06/08/2018 | | S | | 3,390 | D | \$ 35.49 |
| | | | | | 3 | I | |
| Common Shares | 06/08/2018 | | M | | 3,827 | A | \$ 21.82 |
| Common Shares | 06/08/2018 | | M | | 9,600 | A | \$ 25.91 |
| Common Shares | 06/08/2018 | | M | | 9,500 | A | \$ 22,927 |

Employee Stock Purchase Plan

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| | | | | | | | | |
|---------------|------------|--|---|--------|---|----------|--------|---------------------------|
| Shares | | | | | | 23.44 | | |
| Common Shares | 06/08/2018 | | M | 13,600 | A | \$ 21.34 | 36,527 | D |
| Common Shares | 06/08/2018 | | M | 16,284 | A | \$ 22.46 | 52,811 | D |
| Common Shares | 06/08/2018 | | M | 26,222 | A | \$ 24.07 | 79,033 | D |
| Common Shares | 06/08/2018 | | M | 19,848 | A | \$ 24.84 | 98,881 | D |
| Common Shares | 06/08/2018 | | S | 98,881 | D | \$ 35.52 | 0 | D |
| Common Shares | | | | | | | 27,896 | I |
| | | | | | | | | Long Term Investment Plan |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 21.82 | 06/08/2018 | | M | 3,827 | <u>(1)</u> 03/11/2020 | Common Shares 3,827 |
| Employee Stock Option (Right to Buy) | \$ 25.91 | 06/08/2018 | | M | 9,600 | <u>(2)</u> 03/03/2021 | Common Shares 9,600 |
| | \$ 23.44 | 06/08/2018 | | M | 9,500 | <u>(3)</u> 03/06/2022 | 9,500 |

| Employee Stock Option (Right to Buy) | | | | | | | | Common Shares | |
|--------------------------------------|----------|------------|---|--------|------------|------------|---------------|---------------|--|
| Employee Stock Option (Right to Buy) | \$ 21.34 | 06/08/2018 | M | 13,600 | <u>(4)</u> | 03/05/2023 | Common Shares | 13,600 | |
| Employee Stock Option (Right to Buy) | \$ 22.46 | 06/08/2018 | M | 16,284 | <u>(5)</u> | 03/11/2024 | Common Shares | 16,284 | |
| Employee Stock Option (Right to Buy) | \$ 24.07 | 06/08/2018 | M | 26,222 | <u>(6)</u> | 03/02/2026 | Common Shares | 26,222 | |
| Employee Stock Option (Right to Buy) | \$ 24.84 | 06/08/2018 | M | 19,848 | <u>(7)</u> | 03/10/2025 | Common Shares | 19,848 | |

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

/s/ Maria Teresa Punsalan attorney-in-fact for Karl William
Werner

06/12/2018

**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 11, 2010 and vested in three equal annual installments beginning on March 11, 2011.
 - (2) The option was granted on March 3, 2011 and vested in three equal annual installments beginning on March 3, 2012.

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- (3) The option was granted on March 6, 2012 and vested in three equal annual installments beginning on March 6, 2013.
- (4) The option was granted on March 5, 2013 and vested in three equal annual installments beginning on March 5, 2014.
- (5) The option was granted on March 11, 2014 and vested in three equal annual installments beginning on March 11, 2015.
- (6) The option was granted on March 2, 2016 and vested in three equal annual installments beginning on March 2, 2017.
- (7) The option was granted on March 10, 2015 and vested in three equal annual installments beginning on March 10, 2016.

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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