

Driscoll Sharon Ruth  
Form 4  
March 05, 2019

**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 \*  
Driscoll Sharon Ruth

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  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

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)  
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	03/01/2019		M	8,107 (1) A (2)	17,113	D	
Common Shares	03/01/2019		M	540 (1) A (2)	17,653	D	
Common Shares					2,926 (3)	I	Employee Stock Purchase Plan
Common					1,375	I	Held by

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Shares spouse

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

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**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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					(A) Acquired	(D) Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date		
Performance Share Units (2016 PSUs)	(2)	03/01/2019		M	V	3,283	(2)	(2)	Common Shares	3,283
Dividend Equivalent Rights (2016 PSUs)	(2)	03/01/2019		M		256	(2)	(2)	Common Shares	256

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Driscoll Sharon Ruth C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY, A1 V5J 0C6			Chief Financial Officer	

## Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Sharon Ruth Driscoll 03/05/2019

\*\*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) Represents pre-tax amount of award. Share issuance will be made net of tax withholding ("TW"). TW will be reported on separately within 2 business days of the TW determination date.

- Each PSU and DER represented a contingent right to receive one RBA common share or the economic equivalent thereof. The PSUs and DERs vested on March 1, 2019, the same date on which the Compensation Committee determined that certain of such PSUs and DERs were eligible for vesting because certain performance criteria were satisfied. As determined by the Compensation Committee, the PSUs and DERs will be settled in common shares issued to the reporting person, net of applicable tax, as soon as practicable.
- (2)
  - (3) Includes all Employee Stock Purchase Plan purchases through Feb. 20, 2019.

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