

Werner Karl William  
Form 4  
June 11, 2018

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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)  
 Director  10% Owner  
 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)  
06/07/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Shares                   | 06/07/2018                           |  | M                              | A   | \$ 3,173 24.84  | D  |   |
| Common Shares                   | 06/07/2018                           |  | M                              | A   | \$ 2,573 21.82  | D  |   |
| Common Shares                   | 06/07/2018                           |  | S                              | D   | \$ 5,746 35.40  | D  |   |
| Common Shares                   |                                      |  |                                |   | 27,896  | I  | Long Term Investment Plan                             |

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|               |       |   |                              |
|---------------|-------|---|------------------------------|
| Common Shares | 3,393 | 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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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 24.84   | 06/07/2018                           |  | M                              | 3,173   | <u>(1)</u> 03/10/2025                                    | Common Shares   | 3,173                         |
| Employee Stock Option (Right to Buy)       | \$ 21.82   | 06/07/2018                           |  | M                              | 2,573   | <u>(2)</u> 03/11/2020                                    | Common Shares   | 2,573                         |

## 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

06/11/2018

\_\_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 10, 2015 and vested in three equal annual installments beginning on March 10, 2016.

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

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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