

Werner Karl William  
 Form 4  
 December 22, 2017

**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)  
 \_\_\_ 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)  
 12/20/2017

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)  
 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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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)**

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| 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 of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

|  |            |            |  | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title         | Amount or Number of Shares |      |
|--|------------|------------|--|------|---|-----|-----|------------------|-----------------|---------------|----------------------------|------|
| Dividend Equivalent Rights (2015 PSUs) | <u>(1)</u> | 12/20/2017 |  | A    |   | 61  |     | <u>(1)</u>       | <u>(1)</u>      | Common Shares | 61                         | \$ 0 |
| Dividend Equivalent Rights (2016 PSUs) | <u>(2)</u> | 12/20/2017 |  | A    |   | 18  |     | <u>(2)</u>       | <u>(2)</u>      | Common Shares | 18                         | \$ 0 |

## 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 attorney-in-fact for Karl William Werner  
12/22/2017

\*\*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 dividend equivalent right represents a contingent right to receive one RBA common share or the economic equivalent thereof. The dividend equivalent rights accrued in respect of the 2015 grant of performance share units, and become exercisable proportionately with the performance share units to which they relate.
- (2) Each dividend equivalent right represents a contingent right to receive one RBA common shares or the economic equivalent thereof. DERs accrued in respect of the 2016 PSUs vest and become exercisable concurrently wit the PSUs to which they relate.

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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