

RITCHIE BROS AUCTIONEERS INC

Form 4

February 25, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Werner Karl William

(Last) (First) (Middle)

C/O RITCHIE BROS.
AUCTIONEERS INC., 9500
GLENLYON PARKWAY

(Street)

BURNABY, A1 V5J 0C6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

RITCHIE BROS AUCTIONEERS
INC [RBA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Ch. Op. & Supp. Dev. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
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displays a currently valid OMB control
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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. Dividend Supplemental Payments (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units (?PSUs?) - 2013	(1)	02/23/2016(2)		A		1,052		(3)	(3)	Common Shaers	1,052
Dividend Equivalent Rights (2013 PSUs)	(4)	02/23/2016		A		70		(4)	(4)	Common Shares	70
Performance Share Units (?PSUs?) - 2014	(1)	02/23/2016(2)		A		871		(5)	(5)	Common Shares	871
Dividend Equivalent Rights (2014] PSUs)	(6)	02/23/2016		A		35		(6)	(6)	Common Shares	35

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

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

02/25/2016

 **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 PSU represents a contingent right to receive the economic equivalent of one RBA common share.
- (2) The RBA Compensation Committee determined that the PSUs, previously granted to the reporting person, are eligible for vesting because certain performance criteria were satisfied..

- The PSUs vest on 3/4/2016. The cash value of the common shares underlying vested PSUs (determined in accordance with the RBA pre-2015 Performance Share Unit Plan) will be paid to the reporting person, net of tax, as soon as practicable following the end of the month in which the PSUs vest.
- (3)

- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common shares. The
- (4) dividend equivalent rights accrued in respect of the 2013 PSUs, and become exercisable proportionately with the PSUs to which they relate.

- The PSUs vest on 3/10/2017. The cash value of the common shares underlying vested PSUs (determined in accordance with the RBA pre-2015 Performance Share Unit Plan) will be paid to the reporting person, net of tax, as soon as practicable following the end of the month in which the PSUs vest.
- (5)

- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common shares. The
- (6) dividend equivalent rights accrued in respect of the 2014 PSUs, and become exercisable proportionately with 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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