

RITCHIE BROS AUCTIONEERS INC  
Form 3/A  
March 08, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |  |   |   |   |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>McLeod Robert Alastair</p> <p>(Last) (First) (Middle)</p> <p>C/O RITCHIE BROS.<br/>AUCTIONEERS INC., 9500<br/>GLENLYON PARKWAY</p> <p>(Street)</p> <p>BURNABY, A1 V5J 0C6</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RITCHIE BROS AUCTIONEERS INC [RBA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Chief Bus. Dev. Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/31/2015</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Shares                      | 6,400   | D   |   |
| Common Shares                      | 19,029  | I   | Long-Term Investment Plan                                   |
| Common Shares                      | 11,008  | I   | Employee Stock Purchase Plan                                |
| Common Shares                      | 1,856   | I   | Held by spouse  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|---|---|--|
|   | Date Exercisable   | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares                                      |   |  |
| Employee Stock Option<br>(Right to Buy)       | 02/28/2008 <sup>(1)</sup>                                      | 02/28/2018         | Common<br>Shares   | 4,500   | \$ 24.39  | D    Â   |
| Employee Stock Option<br>(Right to Buy)       | 03/05/2009 <sup>(1)</sup>                                      | 03/05/2019         | Common<br>Shares   | 11,200  | \$ 14.5   | D    Â   |
| Employee Stock Option<br>(Right to Buy)       | 03/11/2010 <sup>(1)</sup>                                      | 03/11/2020         | Common<br>Shares   | 7,800   | \$ 21.82  | D    Â   |
| Employee Stock Option<br>(Right to Buy)       | 03/03/2011 <sup>(1)</sup>                                      | 03/03/2021         | Common<br>Shares   | 10,400  | \$ 25.91  | D    Â   |
| Employee Stock Option<br>(Right to Buy)       | 03/06/2012 <sup>(1)</sup>                                      | 03/06/2022         | Common<br>Shares   | 13,000  | \$ 23.44  | D    Â   |
| Employee Stock Option<br>(Right to Buy)       | 03/05/2013 <sup>(2)</sup>                                      | 03/05/2023         | Common<br>Shares   | 29,200  | \$ 21.34  | D    Â   |
| Employee Stock Option<br>(Right to Buy)       | 03/11/2014 <sup>(2)</sup>                                      | 03/11/2024         | Common<br>Shares   | 15,781  | \$ 22.46  | D    Â   |
| Employee Stock Option<br>(Right to Buy)       | 03/10/2015 <sup>(2)</sup>                                      | 03/10/2022         | Common<br>Shares   | 22,854  | \$ 24.84  | D    Â   |
| Restricted Share Unit<br>("RSUs") - 2013      | Â <sup>(3)</sup>   | Â <sup>(3)</sup>   | Common<br>Shares   | 5,385   | \$ <sup>(4)</sup>   | D    Â   |
| Dividend Equivalent<br>Rights (2013 RSUs)     | Â <sup>(5)</sup>   | Â <sup>(5)</sup>   | Common<br>Shares   | 356   | \$ <sup>(5)</sup>   | D    Â   |
| Restricted Share Unit<br>("RSUs") - 2014      | Â <sup>(6)</sup>   | Â <sup>(6)</sup>   | Common<br>Shares   | 4,856   | \$ <sup>(4)</sup>   | D    Â   |
| Dividend Equivalent<br>Rights (2014 RSUs)     | Â <sup>(5)</sup>   | Â <sup>(5)</sup>   | Common<br>Shares   | 195   | \$ <sup>(5)</sup>   | D    Â   |
| Performance Share Unit<br>("PSUs") - 2013     | Â <sup>(7)</sup>   | Â <sup>(7)</sup>   | Common<br>Shares   | 777 <sup>(11)</sup>   | \$ <sup>(8)</sup>   | D    Â   |
| Dividend Equivalent<br>Rights (2013 PSUs)     | Â <sup>(9)</sup>   | Â <sup>(9)</sup>   | Common<br>Shares   | 51 <sup>(11)</sup>  | \$ <sup>(9)</sup>   | D    Â   |
| Performance Share Unit<br>("PSUs") - 2014     | Â <sup>(10)</sup>  | Â <sup>(10)</sup>  | Common<br>Shares   | 458 <sup>(11)</sup>   | \$ <sup>(8)</sup>   | D    Â   |
| Dividend Equivalent<br>Rights (2014 PSUs)     | Â <sup>(9)</sup>   | Â <sup>(9)</sup>   | Common<br>Shares   | 18 <sup>(11)</sup>  | \$ <sup>(9)</sup>   | D    Â   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| McLeod Robert Alastair<br>C/O RITCHIE BROS. AUCTIONEERS INC.<br>9500 GLENLYON PARKWAY<br>BURNABY, A1 V5J 0C6 | Â             | Â         | Â Chief Bus. Dev. Officer | Â     |

## Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Robert Alastair  
McLeod

03/08/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Date of grant is reflected above. The options were subject to a vesting schedule at the time of grant but are fully vested as of the date of this Form 3 report.
- (2) Date of grant is reflected above. The options vest as follows: 1/3 on the 1st anniversary of the date of grant; 1/3 on the 2nd anniversary of the date of grant; and 1/3 on the 3rd anniversary of the date of grant.
- The restricted share units vest on 3/4/2016. The cash value of the common shares underlying vested RSUs (determined in accordance with the RBA Restricted 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 RSUs vest; provided, that if such payment would occur at any time at which the reporting person may be in possession of undisclosed material information regarding RBA, or at any time at which, pursuant to any securities trading policy of RBA, the reporting person is restricted from trading in RBA securities, unless the Committee otherwise determines, payment will be postponed to the date which is 5 days after the later of (i) the date on which the reporting person is no longer in possession of such information or (ii) the date on which the reporting person is no longer restricted from trading in RBA securities.
- (3) Each restricted share unit represents a contingent right to receive the economic equivalent of one RBA common share.
- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of one grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.
- The restricted share units vest on 3/10/2017. The cash value of the common shares underlying vested RSUs (determined in accordance with the RBA Restricted 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 RSUs vest; provided, that if such payment would occur at any time at which the reporting person may be in possession of undisclosed material information regarding RBA, or at any time at which, pursuant to any securities trading policy of RBA, the reporting person is restricted from trading in RBA securities, unless the Committee otherwise determines, payment will be postponed to the date which is 5 days after the later of (i) the date on which the reporting person is no longer in possession of such information or (ii) the date on which the reporting person is no longer restricted from trading in RBA securities.
- (4) The PSUs vest on 3/4/2016. The common shares underlying vested PSUs or the cash value thereof (as determined by the Committee under the RBA pre-2015 Senior Executive Performance Share Unit Plan (and if settled in shares, subject to shareholder approval) 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; provided, that if such payment would occur at any time at which the reporting person may be in possession of undisclosed material information regarding RBA, or at any time at which, pursuant to any securities trading policy of RBA, the reporting person is restricted from trading in RBA securities, unless the Committee otherwise determines, payment will be postponed to the date which is 5 days after the later of i) the date on which reporting person is no longer in possession of material undisclosed information or ii) the date on which reporting person is no longer restricted from trading in RBA securities.
- (5) Each PSU represents a contingent right to receive the economic equivalent of one RBA common share.
- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of one grant of performance share units, and become exercisable proportionately with the performance share units to which they relate.
- (6) Each PSU represents a contingent right to receive the economic equivalent of one RBA common share.
- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of one grant of performance share units, and become exercisable proportionately with the performance share units to which they relate.
- (7) Each PSU represents a contingent right to receive the economic equivalent of one RBA common share.
- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of one grant of performance share units, and become exercisable proportionately with the performance share units to which they relate.
- (8) Each PSU represents a contingent right to receive the economic equivalent of one RBA common share.
- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of one grant of performance share units, and become exercisable proportionately with the performance share units to which they relate.
- (9) Each PSU represents a contingent right to receive the economic equivalent of one RBA common share.
- Each dividend equivalent right represents a contingent right to receive the economic equivalent of one RBA common share. The dividend equivalent rights accrued in respect of one grant of performance share units, and become exercisable proportionately with the performance share units to which they relate.

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(10) The PSUs vest on 3/10/2017. The common shares underlying vested PSUs or the cash value thereof (as determined by the Committee under the RBA pre-2015 Senior Executive Performance Share Unit Plan (and if settled in shares, subject to shareholder approval) 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; provided, that if such payment would occur at any time at which the reporting person may be in possession of undisclosed material information regarding RBA, or at any time at which, pursuant to any securities trading policy of RBA, the reporting person is restricted from trading in RBA securities, unless the Committee otherwise determines, payment will be postponed to the date which is 5 days after the later of i) the date on which reporting person is no longer in possession of material undisclosed information or ii) the date on which reporting person is no longer restricted from trading in RBA securities.

(11) This holding is being amended to reflect a correction in the calculation of shares granted as of the December 31, 2015 reporting date.

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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