

Watt Darren Jeffrey
 Form 4
 March 13, 2018

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 *
 Watt Darren Jeffrey

2. Issuer Name and Ticker or Trading Symbol
 RITCHIE BROS AUCTIONEERS INC [RBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/09/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Gen. Counsel & Corp. Secretary

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

(Street)

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

BURNABY, A1 V5J 0C6

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares | 03/09/2018 | | M | (A) or (D) Code V Amount (D) Price 2,542 (1) A (2) 2,542 | 2,542 | D | |
| Common Shares | 03/09/2018 | | M | (A) or (D) Code V Amount (D) Price 173 (1) A (2) 2,715 | 2,715 | D | |
| Common Shares | | | | | 1,698 | I | Long-Term Investment Plan |
| Common Shares | | | | | 2,117 (3) | 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. P... Der... Sec... (Ins... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Dividend Equivalent Rights (2015 PSUs) | (4) | 03/09/2018 | | A | 15 | (4) (4) | Common Shares | 15 |
| Dividend Equivalent Rights (2016 PSUs) | (5) | 03/09/2018 | | A | 5 | (5) (5) | Common Shares | 5 |
| 2015 PSU (6) | (2) | 03/09/2018 | | M | 2,542 | (2) (2) | Common Shares | 2,542 |
| Dividend Equivalent Rights (2015 PSUs) | (4) | 03/09/2018 | | M | 173 | (2) (2) | Common Shares | 173 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Gen. Counsel & Corp. Secretary

Watt Darren Jeffrey
C/O RITCHIE BROS. AUCTIONEERS INC.
9500 GLENLYON PARKWAY
BURNABY, A1 V5J 0C6

Signatures

Maria Teresa Punsalan attorney-in-fact- for Darren Jeffrey
Watt

03/13/2018

__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) 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 associated dividend equivalent right represents a contingent right to receive one RBA common share or the economic equivalent thereof. The PSUs and DERs vested on March 9, 2018. As determined by the Compensation Committee, the vested PSUs and
- (2) dividend equivalent rights determined in accordance with the RBA 2015 Senior Executive Performance Share Unit Plan will be settled in common shares issued to the reporting person, net of applicable tax, as soon as practicable following the end of the month in which the PSUs and related dividend equivalent rights vested.
- (3) Includes all Employee Stock Purchase Plan purchases through March 9, 2018.

Each dividend equivalent right represents a contingent right to receive on RBA common share or the economic equivalent thereof. The
- (4) 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.

Each dividend equivalent right represents a contingent right to receive on RBA common share or the economic equivalent thereof. The
- (5) dividend equivalent rights accrued in respect of the 2016 grant of performance share units and become exercisable proportionately with the performance share units to which they relate.
- (6) Performance Share Units (PSUs) - 2015

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.