

Holm Kieran Colquhoun
Form 3/A
June 21, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Holm Kieran Colquhoun
(Last) (First) (Middle)

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

(Street)

BURNABY, Â A1 Â V5J 0C6

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
04/30/2018

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, Ops Excl & Efficiencies

5. If Amendment, Date Original
Filed(Month/Day/Year)
05/10/2018

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares

1,724

I

Long-Term Investment Plan

Common Shares

4,026

I

Employee Stock Purchase Plan

Common Shares

2,678

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	03/11/2010 ⁽¹⁾	03/11/2020 ⁽²⁾	Common Shares	8,600	\$ 21.82	D	Â
Employee Stock Option (Right to Buy)	03/03/2011 ⁽¹⁾	03/03/2021 ⁽²⁾	Common Shares	6,200	\$ 25.91	D	Â
Employee Stock Option (Right to Buy)	03/06/2012 ⁽¹⁾	03/06/2022 ⁽²⁾	Common Shares	4,700	\$ 23.44	D	Â
Employee Stock Option (Right to Buy)	03/05/2013 ⁽¹⁾	03/05/2023 ⁽²⁾	Common Shares	7,100	\$ 21.34	D	Â
Employee Stock Option (Right to Buy)	03/11/2014 ⁽¹⁾	03/11/2024 ⁽²⁾	Common Shares	5,172	\$ 22.46	D	Â
Employee Stock Option (Right to Buy)	03/10/2015 ⁽¹⁾	03/10/2025 ⁽²⁾	Common Shares	10,049	\$ 24.84	D	Â
Employee Stock Option (Right to Buy)	03/02/2016 ⁽³⁾	03/02/2026 ⁽²⁾	Common Shares	14,225	\$ 24.07	D	Â
Employee Stock Option (Right to Buy)	03/02/2017 ⁽³⁾	03/02/2027 ⁽²⁾	Common Shares	12,861	\$ 32.16	D	Â
Employee Stock Option (Right to Buy)	03/01/2018 ⁽³⁾	03/01/2028 ⁽²⁾	Common Shares	13,654	\$ 32.16	D	Â
Restricted Share Units (RSUs) - 2018	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Shares	2,204	\$ ⁽⁵⁾	D	Â
Performance Share Units (PSUs) - 2016	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Shares	1,423 ⁽⁷⁾	\$ ⁽⁸⁾	D	Â
Dividend Equivalent Rights (2016 PSU)	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Shares	61 ⁽⁷⁾	\$ ⁽⁹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Holm Kieran Colquhoun C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY, Â A1Â V5J 0C6	Â	Â	Â SVP, Ops Excl & Efficiencies		Â

Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Kieran Colquhoun
Holm

06/21/2018

__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.
Date of expiration is reflected above; provided, however, that if such date occurs during a black out period (as defined in the RBA Amended and Restated Stock Option Plan) applicable to the reporting person or within five business day (as defined in such Plan) after the last day of a black out period applicable to the person, the expiry date for the option will be the last day of such five business day period.
- (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 RSUs vest on 2/28/2021. The common shares underlying vested RSUs or the cash value equivalent thereof (determined in accordance with the Amended and Restated Senior Executive 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.
- (3) Each RSU represents a contingent right to receive the economic equivalent of one RBA common share.
The PSUs vest on 3/01/2019. The common shares underlying vested PSUs or the cash value thereof (as determined by the Committee in accordance with the RBA Senior Executive Performance Share Unit Plan) will be paid in the reporting person, net of tax, as soon as practicable following the end of the month in which the PSUs vest.
- (4) This holding is being amended to reflect a correction in the calculation of shares granted as of May 10, 2018 reporting date.
- (5) Each PSU represents a contingent right to receive the economic equivalent of one RBA common share.
Each Dividend Equivalent Right (DER) represents a contingent right to receive the economic equivalent of one RBA common share. The DER accrued in respect of one grant of performance share unit, and become exercisable proportionately with the performance share units to which they relate.
- (6) DER accrued in respect of one grant of performance share unit, and become exercisable proportionately with the performance share units 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. 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.