

Driscoll Sharon Ruth
 Form 4/A
 June 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Driscoll Sharon Ruth

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)
 Chief Financial Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2018

(Street)
 BURNABY, A1 V5J 0C6

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/05/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | (A) or (D) | Code V | Amount | 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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| Employee Stock Option (Right to Buy) | \$ 32.16 | 03/01/2018 | | A | 44,661 | (1) (2) | Common Shares | 44,661 |
| Restricted Shares Units (RSUs) - 2018 | (3) | 03/01/2018 | | A | 3,911 (4) | (5) (5) | Common Shares | 3,911 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Driscoll Sharon Ruth
C/O RITCHIE BROS. AUCTIONEERS INC.
9500 GLENLYON PARKWAY
BURNABY, A1 V5J 0C6

Chief Financial Officer

Signatures

/s/ Maria Teresa Punsalan attorney-in-fact for Sharon Ruth
Driscoll

06/21/2018

**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) The option was granted on March 1, 2018 and vests in three equal annual installments beginning March 1, 2019.

The option expires on March 1, 2028; 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 days (as defined in such Plan) after the last day of a black out period applicable to the reporting person, the expiry date for the option will be the last day of such five business day period.

(2) Each RSU represents a contingent right to receive one RBA common share (subject to shareholder approval) or the economic equivalent thereof.

(3) This holding is being amended to reflect a correction in the calculation of shares granted as of the March 5, 2018 reporting date.

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- The RSUs vest on 2/28/2021. The common shares underlying vested RSUs or the cash value equivalent thereof (determined in
- (5) 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.

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.