

RITCHIE BROS AUCTIONEERS INC

Form 3

December 31, 2015

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)

1. Name and Address of Reporting Person *

Â Olive Douglas William

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2016

3. Issuer Name and Ticker or Trading Symbol

RITCHIE BROS AUCTIONEERS INC [RBA]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. VP, Pricing & Appraisals

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonC/O RITCHIE BROS.
AUCTIONEERS INC.,Â 9500
GLENLYON PARKWAY

(Street)

BURNABY,Â A1Â V5J 0C6

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

12,861

I

Long-Term Investment Plan

Common Shares

1,118

I

Employee Stock Purchase Plan

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)1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	03/03/2011 ⁽¹⁾	03/03/2021	Common Shares	3,800	\$ 25.91	D	Â
Employee Stock Option (Right to Buy)	03/06/2012 ⁽¹⁾	03/06/2022	Common Shares	5,400	\$ 23.44	D	Â
Employee Stock Option (Right to Buy)	03/05/2013 ⁽²⁾	03/05/2023	Common Shares	6,100	\$ 21.34	D	Â
Employee Stock Option (Right to Buy)	03/11/2014 ⁽²⁾	03/11/2024	Common Shares	4,599	\$ 22.46	D	Â
Employee Stock Option (Right to Buy)	03/10/2015 ⁽²⁾	03/10/2022	Common Shares	7,836	\$ 24.84	D	Â
Employee Stock Option (Right to Buy)	06/08/2015 ⁽²⁾	06/08/2025	Common Shares	3,931	\$ 29.93	D	Â
Restricted Share Units ("RSUs") - 2013	Â ⁽³⁾	Â ⁽³⁾	Common Shares	1,569	\$ ⁽⁴⁾	D	Â
Dividend Equivalent Rights (2013 RSUs)	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Shares	104	\$ ⁽⁵⁾	D	Â
Restricted Share Units ("RSUs") - 2014	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Shares	1,415	\$ ⁽⁴⁾	D	Â
Dividend Equivalent Rights (2014 RSUs)	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Shares	57	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olive Douglas William C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY, Â A1Â V5J 0C6	Â	Â	Â Sr. VP, Pricing & Appraisals	Â

Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Douglas William Olive

12/31/2015

 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).

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- (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

- (3) 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) 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

- (5) 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 3/11/2017. 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

- (6) 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.

Â

Remarks:

EXHIBITÂ 24.1Â PowerÂ ofÂ Attorney

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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