

Holm Kieran Colquhoun
Form 4/A
March 13, 2019

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 *
Holm Kieran Colquhoun

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)
03/01/2019

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/05/2019

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)
			Code	V Amount (A) or (D) Price			
Common Shares	03/01/2019		M	4,058 (1) A \$ 0	9,996	D	
Common Shares	03/01/2019		M	259 (1) A \$ 0	10,255	D	
Common Shares					3,806	I	Employee Stock Purchase Plan
Common					1,724	I	Long-Term

Shares

Investment Plan

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

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(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 Security (Instr. 3 and 4)	8. An or Nu of Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Share Units (2016 PSUs)	(2)	03/01/2019		A	2,635	03/01/2019	03/01/2019	Common Shares	2
Dividend Equivalent Rights (2016 PSUs)	(2)	03/01/2019		A	176	03/01/2019	03/01/2019	Common Shares	1
Performance Share Units (2016 PSUs)	(2)	03/01/2019		M	4,058	03/01/2019	03/01/2019	Common Shares	4
Dividend Equivalent Rights (2016 PSUs)	(2)	03/01/2019		M	259	03/01/2019	03/01/2019	Common Shares	2

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Holm Kieran Colquhoun
C/O RITCHIE BROS. AUCTIONEERS INC.
9500 GLENLYON PARKWAY
BURNABY, A1 V5J 0C6

SVP, Ops Excl & Efficiencies

Signatures

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

03/13/2019

__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 DER represented a contingent right to receive one RBA common share or the economic equivalent thereof. The PSUs and DERs vested on March 1, 2019, the same date on which the Compensation Committee determined that certain of such PSUs and DERs were eligible for vesting because certain performance criteria were satisfied. As determined by the Compensation Committee, the PSUs and DERs will be settled in common shares issued to the reporting person, net of applicable tax, as soon as practicable.
- (2)

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.