#### Edgar Filing: RITCHIE BROS AUCTIONEERS INC - Form 3

#### 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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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement RITCHIE BROS AUCTIONEERS INC [RBA] A Olive Douglas William (Month/Day/Year) 01/01/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O RITCHIE BROS. (Check all applicable) **AUCTIONEERS INC., Â 9500 GLENLYON PARKWAY** 10% Owner Director (Street) \_X\_\_ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Sr. VP, Pricing & Appraisals \_X\_ Form filed by One Reporting Person BURNABY. A1Â V5J 0C6 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Shares 12,861 Ι Long-Term Investment Plan Common Shares 1.118 Ι Employee Stock Purchase Plan Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.}, puts, calls, warrants, options, convertible\ securities)$ 

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect Security **Expiration Date** Securities Underlying Ownership Beneficial Conversion (Month/Day/Year) (Instr. 4) **Derivative Security** Ownership or Exercise Form of

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

# **Reporting Owners**

| Reporting Owner Name / Address  |          | Relationships |                              |       |  |  |  |
|---|----------|---------------|------------------------------|-------|--|--|--|
|   | Director | 10% Owner     | Officer                      | Other |  |  |  |
| Olive Douglas William<br>C/O RITCHIE BROS. AUCTIONEERS INC.<br>9500 GLENLYON PARKWAY<br>BURNABY, A1 V5J 0C6 | 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).

Reporting Owners 2

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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 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.



#### **Remarks:**

### EXHIBIT 24.1 Power of Attorney

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.