

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |  |   |  |
|---|--|--|--|---|--|
| 1. Name and Address of Reporting Person *   |  | 2. Issuer Name and Ticker or Trading Symbol                      |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |
| <b>Marck Marianne</b>   |  | <b>RITCHIE BROS AUCTIONEERS INC [RBA]</b>                        |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Information Officer</b> |  |
| (Last) (First) (Middle)<br><b>C/O RITCHIE BROS. AUCTIONEERS INC., 9500 GLENLYON PARKWAY</b> |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>9/18/2019</b> |  |   |  |
| (Street)<br><b>BURNABY, A1 V5J 0C6</b>  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)                |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| (City) (State) (Zip)  |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price |   |  |   |

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

| 1. Title of Derivate Security (Instr. 3)      | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|   |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| <b>Dividend Equivalent Rights (2017 RSUs)</b> | (1)  | 9/18/2019      |                                   | A                         |   | 208  |     | (1)                                     | (1)             | Common Shares   | 208                        | \$0.00                                     | 1660   | D  |  |
| <b>Dividend Equivalent Rights (2018 RSUs)</b> | (2)  | 9/18/2019      |                                   | A                         |   | 16   |     | (2)                                     | (2)             | Common Shares   | 16                         | \$0.00                                     | 94   | D  |  |

#### Explanation of Responses:

- 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 the 2017 grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.
- 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 the 2018 grant of restricted share units, and become exercisable proportionately with the restricted share units to which they relate.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| <b>Marck Marianne<br/>C/O RITCHIE BROS. AUCTIONEERS INC.<br/>9500 GLENLYON PARKWAY<br/>BURNABY, A1 V5J 0C6</b> |               |           | <b>Chief Information Officer</b> |       |

#### Signatures

/s/ Maria Teresa Punsalan as attorney-in-fact for Marianne Marck

9/20/2019

\*\*Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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