

RITCHIE BROS AUCTIONEERS INC  
Form S-8 POS  
May 05, 2016

**As filed with the Securities and Exchange Commission on May 5, 2016**

**Registration No. 333-71577**

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

**Post-Effective**

**Amendment No. 1**

**To**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**RITCHIE BROS. AUCTIONEERS INCORPORATED**  
(Exact name of registrant as specified in its charter)

**Canada**  
(State or other jurisdiction of incorporation or organization)

**Not Applicable**  
(I.R.S. Employer Identification No.)

**9500 Glenlyon Parkway Burnaby, British Columbia  
Canada V5J 0C6  
(778) 331-5500**  
(Address of Principal Executive Offices)

**1999 Employee Stock Purchase Plan**

(Full title of the plan)

**Ritchie Bros. Auctioneers (America) Inc.**

**15500 Eastex Frwy**

**Humble, Texas 77396**

**Telephone: (713) 445-5200**

(Name, address and telephone number, including area code, of agent for service)

With a copy to

**Christopher L. Doerksen**

**Dorsey & Whitney LLP**

**701 Fifth Avenue, Suite 6100**

**Seattle, WA 98104**

**(206) 903-8800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**Explanatory note**

The registrant is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (the "Amendment") in order to deregister any and all securities originally registered by the registrant, and which remain unsold as of the date hereof, pursuant to the Registration Statement on Form S-8 (No. 333-71577), filed with the Securities and Exchange Commission on February 2, 1999 (the "Registration Statement"). Ritchie Bros. Auctioneers Incorporated (the "Company") has filed a new registration statement on Form S-8 to register certain securities pursuant to the plan, as amended.

The registrant hereby removes from registration, by means of this Amendment, any and all of the securities registered but unsold under the Registration Statement.

**Signatures**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a post-effective amendment to Form S-8 and has duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burnaby, Province of British Columbia, Canada, on this 3rd day of May, 2016.

**RITCHIE BROS.  
AUCTIONEERS  
INCORPORATED**

By: /s/ Sharon R. Driscoll  
Name: Sharon R. Driscoll  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Ravi K. Saligram Ravi K. Saligram	Chief Executive Officer, Director and Authorized Representative in the United States (Principal Executive Officer)	May 3, 2016
/s/ Sharon R. Driscoll Sharon R. Driscoll	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 3, 2016
/s/ Beverley A. Briscoe Beverley A. Briscoe	Chair of the Board	May 3, 2016
/s/ Robert G. Elton Robert G. Elton	Director	May 3, 2016
/s/ Erik Olsson Erik Olsson	Director	May 3, 2016
/s/ Eric Patel Eric Patel	Director	May 3, 2016

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/s/ Edward B. Pitoniak      Director  
Edward B. Pitoniak

May 3, 2016

/s/ Christopher Zimmerman Director  
Christopher Zimmerman

May 3, 2016

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the 1999 Employee Stock Purchase Plan) have duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burnaby, Province of British Columbia, Canada, on this 3rd day of May, 2016.

**ADMINISTRATOR**

By: /s/ Darren Watt

Name: Darren Watt

Title: General Counsel & Corporate Secretary