

RITCHIE BROS AUCTIONEERS INC  
Form DEFA14A  
April 03, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant  x

Filed by a Party other than the  o

Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a 6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**Ritchie Bros. Auctioneers Incorporated**

**(Name of Registrant as Specified In Its Charter)**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 3, 2019

To our shareholders,

As you know, our Annual and Special Meeting of Shareholders (“Annual Meeting”) will be held on May 7, 2019 at 9500 Glenlyon Parkway, Burnaby, British Columbia, V5J 0C6 Canada beginning at 11:00 a.m. (Pacific Daylight Time). We filed a definitive proxy statement on Schedule 14A (the “Proxy Statement”) with respect to the Annual Meeting with the U.S. Securities and Exchange Commission (the “SEC”) on March 27, 2019, and we sent a notice of internet availability of proxy materials with respect to the Annual Meeting to our shareholders of record at the close of business on March 13, 2019, the record date established by our Board of Directors for the Annual Meeting.

The purpose of this Supplement is to provide additional information concerning the approximate number and character of eligible participants under the Company’s Amended and Restated Stock Option Plan, PSU Plans and RSU Plans (each as defined in the Proxy Statement) with respect to Proposals Four, Five, Six, Seven and Eight in the Proxy Statement. Specifically, we are hereby supplementing the Proxy Statement to add the following additional information:

“Persons eligible to receive awards under the Amended and Restated Option Plan are directors, officers, employees or certain consultants of the Company or of any of its subsidiaries or any other persons as approved by the Compensation Committee. As of March 27, 2019, the Company had approximately 9 directors, 9 officers, 4,255 employees and 0 consultants who were eligible to receive awards under the Amended and Restated Option Plan. Persons eligible to receive awards under the PSU Plans and RSU Plans are employees of the Company and its affiliates designated by the Board of Directors or Compensation Committee as eligible to participate in such plans. As of March 27, 2019, the Company and its affiliates had approximately 4,255 employees, approximately 21 of which were at the Senior Vice President Level or higher. As awards under the Amended and Restated Option Plan, PSU Plans and RSU Plans are within the discretion of the Board and the Compensation Committee, the Company cannot determine how many individuals in each of the categories described above will receive awards.”

Sincerely,

Darren Watt

Darren Watt

Corporate Secretary

**THE PROXY STATEMENT AS ORIGINALLY PROVIDED CONTAINS IMPORTANT ADDITIONAL INFORMATION AND THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.**