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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 7, 2024**

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**RB Global, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-13425**  
(Commission File  
Number)

**98-0626225**  
(I.R.S. Employer  
Identification Number)

Two Westbrook Corporate Center, Suite 500, Westchester, Illinois 60154  
(Address of principal executive offices) (Zip Code)

(708) 492-7000  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares	RBA	New York Stock Exchange
Common Share Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 7, 2024, RB Global, Inc. (the “Company”) held its 2024 annual and special meeting of shareholders (the “Meeting”). Proxies with respect to the matters voted upon at the Meeting were solicited under Regulation 14A of the Securities Exchange Act of 1934, as amended. All of the resolutions put forward at the Meeting were approved. The final voting results of the Meeting are set out below.

(1) Election of Directors. The Company’s shareholders elected the following 11 nominees to the Board. Each of the nominees will serve for a one-year term and hold office until the next annual meeting of shareholders, unless he or she sooner ceases to hold office. The following table sets forth the vote of the shareholders at the Meeting with respect to the election of directors:

Nominee	For	Against	Broker Non-Votes
Robert G. Elton	161,095,442	3,334,253	2,642,643
Jim Kessler	163,883,304	546,393	2,642,643
Brian Bales	161,837,470	2,592,225	2,642,643
Adam DeWitt	163,790,935	638,762	2,642,643
Gregory B. Morrison	164,039,842	389,853	2,642,643
Timothy O’Day	157,549,136	6,880,561	2,642,643
Sarah Raiss	161,102,332	3,327,365	2,642,643
Michael Sieger	160,878,082	3,551,615	2,642,643
Jeffrey C. Smith	163,802,846	626,849	2,642,643
Debbie Stein	162,169,251	2,260,444	2,642,643
Carol Stephenson	151,443,054	12,986,643	2,642,643

(2) Appointment and Renumeration of Ernst & Young LLP. The Company’s shareholders approved the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm until the next annual meeting of the Company and authorized the audit committee of the Board to fix their remuneration. The following table sets forth the vote of the shareholders at the Meeting with respect to the appointment and remuneration of Ernst & Young LLP:

For	Withheld	Abstain	Broker Non-Votes
167,018,738	24,096	29,506	-

(3) Advisory Vote on Executive Compensation. The Company’s shareholders approved the non-binding advisory resolution, commonly known as a “Say on Pay” proposal, regarding the compensation of the Company’s named executive officers. The following table sets forth the vote of the shareholders at the Meeting with respect to the advisory vote on executive compensation:

For	Against	Abstain	Broker Non-Votes
146,880,097	17,530,251	19,349	2,642,643

(4) Continuance to a Corporation Organized under the Business Corporations Act (Ontario). The Company’s shareholders approved the special resolution authorizing the Company’s continuance from a corporation organized under the *Canada Business Corporations Act* to a corporation organized under the *Business Corporation Act* (Ontario). The following table sets forth the vote of the shareholders at the Meeting with respect to approval of the continuance:

For	Against	Abstain	Broker Non-Votes
123,024,233	41,349,398	56,066	2,642,643

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RB GLOBAL, INC.

By: */s/ Ryan Welsh*

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Ryan Welsh

Vice President, Legal & Corporate Secretary

Date: May 8, 2024

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