

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: May 22, 2025 (Date of earliest event reported)

**RB Global, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Canada

001-13425

98-0626225

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification)

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.

### Item 7.01 Regulation FD Disclosure.

On May 27, 2025, the Company issued a press release announcing the early termination of the waiting period under the HSR Act. A copy of the press release is furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the information under this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### Item 8.01 Other Events.

As previously announced, on March 10, 2025, Ritchie Bros. Auctioneers (America) Inc. (the “**Buyer**”), a wholly-owned subsidiary of RB Global, Inc. (the “**Company**”), entered into an Equity Purchase Agreement (the “**Purchase Agreement**”) with J.M. Wood Auction Co., Inc., an Alabama corporation (the “**Target**”), the sellers listed in the Purchase Agreement (collectively, the “**Sellers**”), and Bryant S. Wood, in his capacity as seller representative, pursuant to which the Sellers will sell and transfer to the Buyer, and the Buyer will purchase and acquire from the Sellers (the “**Acquisition**”), all of the outstanding membership interests in the Target to the Buyer.

On May 22, 2025, the U.S. Federal Trade Commission notified the Company that early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”) was granted, effective immediately.

The termination of the waiting period under the HSR Act with respect to the Acquisition satisfies one of the conditions to the closing of the Acquisition, which remains subject to the satisfaction or waiver of other customary closing conditions set forth in the Purchase Agreement.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| <a href="#">99.1</a>  | <a href="#">News release, dated May 27, 2025 issued by RB Global, Inc.</a>                               |
| 104                   | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document |

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**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.

Dated: May 27, 2025

RB Global, Inc.

By: /s/ Ryan Welsh  
Ryan Welsh  
*VP Legal & Corporate Secretary*

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FOR IMMEDIATE RELEASE

## RB Global Announces Early Termination of Hart-Scott-Rodino Waiting Period

WESTCHESTER, IL, May 27, 2025 – RB Global, Inc. (NYSE: RBA) (TSX: RBA), the trusted global marketplace for insights, services and transaction solutions for commercial assets and vehicles, today announced that on May 22, 2025, the U.S. Federal Trade Commission granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”) with respect to the pending acquisition of JM Wood Auction Co., Inc. by Ritchie Bros Auctioneers (America), Inc., which is a wholly owned subsidiary of RB Global.

The termination of the waiting period under the HSR Act satisfies one of the conditions to the closing of the pending acquisition, which is expected to be completed in the second or early third quarter of 2025, but which remains subject to other customary closing conditions.

### About RB Global

RB Global, Inc. (NYSE: RBA) (TSX: RBA) is a leading, omnichannel marketplace and trusted provider of value-added insights, services and transaction solutions for buyers and sellers of commercial assets and vehicles worldwide. Through its global network of auction sites and digital platform, RB Global serves customers worldwide across a variety of asset classes, including automotive, construction, commercial transportation, government surplus, lifting and material handling, energy, mining and agriculture. The company’s end-to-end marketplace solutions include [Ritchie Bros.](#), [IAA](#), [Rouse Services](#), [SmartEquip](#) and [VeriTread](#). For more information about RB Global, visit [www.rbglobal.com](http://www.rbglobal.com).

### Forward-Looking Statements

Certain statements contained in this release include “forward-looking statements” within the meaning of U.S. federal securities laws and “forward-looking information” within the meaning of Canadian securities laws (collectively, “forward-looking statements”). Forward-looking statements herein include, in particular, statements relating to the anticipated closing of the JM Wood acquisition, and other subjects of this release that are not historical facts. Forward-looking statements are typically identified by such words as “aim”, “anticipate”, “believe”, “could”, “continue”, “estimate”, “expect”, “intend”, “may”, “ongoing”, “plan”, “potential”, “predict”, “will”, “should”, “would”, “could”, “likely”, “generally”, “future”, “long-term”, or the negative of these terms, and similar expressions intended to identify forward-looking statements. It is uncertain whether any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition of RB Global’s common shares. Therefore, you should not place undue reliance on any such forward-looking statements and caution must be exercised in relying on forward-looking statements. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that may cause actual results to differ materially, including but not limited to risks and uncertainties relating to: our ability to drive shareholder value; potential growth and market opportunities; the level of participation in our auctions and the success of our online marketplaces; our ability to grow our businesses, acquire new customers, enhance our sector reach, drive geographic depth, and scale our operations; the impact of our initiatives, services, investments, and acquisitions on us and our customers; the acquisition or disposition of properties; potential future mergers and acquisitions; our ability to integrate acquisitions; our future capital expenditures and returns on those expenditures; our ability to add new business and information solutions, including, among others, our ability to maximize and integrate technology to enhance our existing services and support additional value-added service offerings; the supply trend of equipment and vehicles in the market and the anticipated price environment, as well as the resulting effect on our business and Gross Transaction Value (“GTV”); our compliance with laws, rules, regulations, and requirements that affect our business; effects of various economic, financial, industry, and market conditions or policies, including inflation, the supply and demand for property, equipment, or natural resources; the behavior of commercial assets and vehicle pricing; the relative percentage of GTV represented by straight commission or underwritten (guarantee and inventory) contracts, and its impact on revenues and profitability; our future capital expenditures and returns on those expenditures; the effect of any currency exchange and interest rate fluctuations on our results of operations; the effect of any tariffs on our results of operations; the grant and satisfaction of equity awards pursuant to our compensation plans; any future declaration and payment of dividends, including the tax treatment of any such dividends; financing available to us from our credit facilities or other sources, our ability to refinance borrowings, and the sufficiency of our working capital to meet our financial needs; our ability to satisfy our present operating requirements and fund future growth through existing working capital, credit facilities and debt; misappropriation of data or cybersecurity incidents; and, failure to comply with privacy and data protection laws. Other risks that could cause actual results to differ materially from those described in the forward-looking statements are included in “Part I, Item 1A: Risk Factors”, and the section titled “Summary of Risk Factors”, in our Annual Report on Form 10-K for the year ended December 31, 2024, as such risk factors may be amended, supplemented or superseded from time to time by other reports we file with the Securities and Exchange Commission, including subsequent Quarterly Reports on Form 10-Q. The forward-looking statements included in this release are made only as of the date hereof. While the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Many of these risk factors are outside of our control, and as such, they involve risks which are not currently known that could cause actual results to differ materially from those discussed or implied herein. RB Global does not undertake any obligation to update any forward-looking statements to reflect actual results, new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made, except as required by law.

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