

BRINKS CO  
Form 4  
May 10, 2016

# FORM 4

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

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Feld Peter A

(Last) (First) (Middle)

777 THIRD AVENUE, 18TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BRINKS CO [BCO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4)                        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock, \$1.00 Par Value  |                                      |  |                                |   | 2,880,674   | I  | By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup> |
| Common Stock, \$1.00 Par Value  |                                      |  |                                |   | 618,266   | I  | By Starboard Value and Opportunity S LLC <sup>(2)</sup>           |
| Common Stock, \$1.00 Par        |                                      |  |                                |   | 339,235   | I  | By Starboard Value and Opportunity                                |

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|                                |  |  |         |   |  |   |
|--------------------------------|--|--|---------|---|--|---|
| Value                          |  |  |         |   |  | C LP <sup>(3)</sup>                                     |
| Common Stock, \$1.00 Par Value |  |  | 740,755 | I |  | By Managed Account of Starboard Value LP <sup>(4)</sup> |

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

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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|  |  |                                      |  | Code                           | V (A) (D)  | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Deferred Stock Units                       | <u>(7)</u>   | 05/06/2016                           |  | A                              | 3,714  | <u>(7)</u> <u>(7)</u>                                    | Common Stock, \$1.00 Par Value 3,714                          |
| Cash-Settled Total Return Swap             | \$ 30.0712 <u>(6)</u>                                  |                                      |  |                                |  | <u>(5)</u> 07/28/2016                                    | Common Stock, \$1.00 Par Value 50,700                         |
| Cash-Settled Total Return Swap             | \$ 30.2221 <u>(6)</u>                                  |                                      |  |                                |  | <u>(5)</u> 07/29/2016                                    | Common Stock, \$1.00 Par Value 50,700                         |
| Cash-Settled Total Return Swap             | \$ 28.9631 <u>(6)</u>                                  |                                      |  |                                |  | <u>(5)</u> 08/29/2016                                    | Common Stock, \$1.00 Par Value 27,640                         |

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|                                      |                          |     |            |   |        |
|--------------------------------------|--------------------------|-----|------------|---|--------|
| Cash-Settled<br>Total Return<br>Swap | \$ 28.983<br><u>(6)</u>  | (5) | 09/01/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 134,17 |
| Cash-Settled<br>Total Return<br>Swap | \$ 30.0826<br><u>(6)</u> | (5) | 08/30/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 69,100 |
| Cash-Settled<br>Total Return<br>Swap | \$ 31.362<br><u>(6)</u>  | (5) | 08/31/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 20,730 |
| Cash-Settled<br>Total Return<br>Swap | \$ 30.1865<br><u>(6)</u> | (5) | 09/06/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 18,000 |
| Cash-Settled<br>Total Return<br>Swap | \$ 29.4758<br><u>(6)</u> | (5) | 09/12/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 25,000 |
| Cash-Settled<br>Total Return<br>Swap | \$ 29.8014<br><u>(6)</u> | (5) | 09/20/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 25,000 |
| Cash-Settled<br>Total Return<br>Swap | \$ 29.0177<br><u>(6)</u> | (5) | 09/21/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 25,000 |
| Cash-Settled<br>Total Return<br>Swap | \$ 26.535<br><u>(6)</u>  | (5) | 10/28/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 40,000 |

|                                      |                         |     |            |   |         |
|--------------------------------------|-------------------------|-----|------------|---|---------|
| Cash-Settled<br>Total Return<br>Swap | \$ 26.47<br><u>(6)</u>  | (5) | 10/31/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 70,000  |
| Cash-Settled<br>Total Return<br>Swap | \$ 26.872<br><u>(6)</u> | (5) | 10/31/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 400,000 |
| Cash-Settled<br>Total Return<br>Swap | \$ 27.329<br><u>(6)</u> | (5) | 11/01/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 300,000 |
| Cash-Settled<br>Total Return<br>Swap | \$ 27.956<br><u>(6)</u> | (5) | 11/02/2016 | Common<br>Stock,<br>\$1.00 Par<br>Value | 200,000 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Feld Peter A<br>777 THIRD AVENUE, 18TH FLOOR<br>NEW YORK, NY 10017 |               | X         |         |       |

## Signatures

/s/ Peter A. Feld                      05/10/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section

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16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (2) Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (3) Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (4) Securities held in an account managed by Starboard Value LP (the "Managed Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (5) Starboard V&O Fund has entered into certain cash-settled total return swap agreements (the "Swap Agreements") with an unaffiliated third party financial institution, which provide Starboard V&O Fund with economic exposure to an aggregate of 1,456,045 notional shares. The Swap Agreements provide Starboard V&O Fund with economic results that are comparable to the economic results of ownership but do not provide Starboard V&O Fund with the power to vote or direct the voting or dispose of or direct the disposition of the shares of common stock that are the subject of the Swap Agreements (the "Subject Shares"). The Reporting Person expressly disclaims beneficial ownership of the Subject Shares except to the extent of his pecuniary interest therein.

- (6) Represents the reference price associated with the applicable Swap Agreement.

- (7) Subject to the terms and conditions of the Non-Employee Directors' Equity Plan and a Deferred Stock Units Award Agreement (the "Award Agreement"), the Reporting Person has been granted Deferred Stock Units ("DSUs") that are subject to a one year vesting period that accelerates upon a change in control of the Issuer. The DSUs will be settled in Common Stock on a one-for-one basis upon vesting. Pursuant to terms of the Award Agreement, the DSUs will be forfeited if the Reporting Person ceases to serve as a member of the Board of Directors of the Issuer prior to the expiration of the vesting period.

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

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