

BRINKS CO
Form SC 13D/A
June 02, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 8)¹

The Brink's Company

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

109696104

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

May 31, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 109696104

1 NAME OF REPORTING PERSON

STARBOARD VALUE LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER
SHARES BENEFICIALLY 2,188,930

OWNED BY 8 SHARED VOTING POWER
EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER
2,188,930

10 SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,188,930*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.3%

14 TYPE OF REPORTING
PERSON

PN

*Possesses economic exposure to an aggregate of 3,644,975 shares (representing approximately 7.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | CAYMAN ISLANDS |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 1,163,227 |
| | 8 |
| | SHARED VOTING POWER |
| | - 0 - |
| | 9 |
| | SOLE DISPOSITIVE POWER |
| | 1,163,227 |
| | 10 |
| | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,163,227*

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

2.3%

14 TYPE OF REPORTING
PERSON

CO

*Possesses economic exposure to an aggregate of 2,619,272 shares (representing approximately 5.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

| | | |
|---------------------|--|------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | STARBOARD VALUE AND OPPORTUNITY S LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | DELAWARE | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY | | 373,416 |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING | | - 0 - |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | 373,416 |
| | 10 | |

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

373,416

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP No. 109696104

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY C LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|---|-------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |
| | | 204,890 |

| | | |
|--|---|---------------------|
| | 8 | SHARED VOTING POWER |
| | | - 0 - |

| | | |
|--|---|------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| | | 204,890 |

10

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

204,890

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP No. 109696104

| | |
|---------------------|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE R LP |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF | 7 SOLE VOTING POWER |
| SHARES BENEFICIALLY | 204,890 |
| OWNED BY | 8 SHARED VOTING POWER |
| EACH REPORTING | - 0 - |
| PERSON WITH | 9 SOLE DISPOSITIVE POWER |
| | 204,890 |
| | 10 SHARED DISPOSITIVE |

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

204,890

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP No. 109696104

| | |
|------------------------|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE R GP LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP _(b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF | 7 |
| SHARES BENEFICIALLY | SOLE VOTING POWER 204,890 |
| OWNED BY | 8 |
| EACH REPORTING | SHARED VOTING POWER - 0 - |
| PERSON WITH | 9 |
| | SOLE DISPOSITIVE POWER 204,890 |
| | 10 |
| | SHARED DISPOSITIVE |

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

204,890

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP No. 109696104

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE GP LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER |
| | 2,188,930 |
| OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER |
| | - 0 - |
| PERSON WITH | 9 SOLE DISPOSITIVE POWER |
| | 2,188,930 |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,188,930*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.3%

14 TYPE OF REPORTING
PERSON

OO

*Possesses economic exposure to an aggregate of 3,644,975 shares (representing approximately 7.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD PRINCIPAL CO LP |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 2,188,930 |
| OWNED BY EACH REPORTING PERSON WITH | 8 |
| | SHARED VOTING POWER |
| | - 0 - |
| PERSON WITH | 9 |
| | SOLE DISPOSITIVE POWER |
| | 2,188,930 |
| | 10 |
| | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,188,930*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.3%

14 TYPE OF REPORTING
PERSON

PN

*Possesses economic exposure to an aggregate of 3,644,975 shares (representing approximately 7.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

| | | |
|---|--|---|
| 1 | NAME OF REPORTING PERSON | |
| | STARBOARD PRINCIPAL CO GP LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,188,930 SHARED VOTING POWER - 0 - SOLE DISPOSITIVE POWER |
| | 9 | 2,188,930 SHARED DISPOSITIVE POWER |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,188,930*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.3%

14 TYPE OF REPORTING
PERSON

OO

*Possesses economic exposure to an aggregate of 3,644,975 shares (representing approximately 7.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | JEFFREY C. SMITH | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | - 0 - |
| OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | 2,188,930 |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| | 10 | SHARED DISPOSITIVE POWER |

2,188,930
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,188,930*
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.3%
14 TYPE OF REPORTING
PERSON

IN

*Possesses economic exposure to an aggregate of 3,644,975 shares (representing approximately 7.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

| | | |
|----|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | MARK R. MITCHELL | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | USA | |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
| | | - 0 - |
| 8 | | SHARED VOTING POWER |
| | | 2,188,930 |
| 9 | | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| 10 | | SHARED DISPOSITIVE POWER |

| | |
|----|---|
| | 2,188,930 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 2,188,930* |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 4.3% |
| 14 | TYPE OF REPORTING PERSON |
| | IN |

*Possesses economic exposure to an aggregate of 3,644,975 shares (representing approximately 7.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | PETER A. FELD |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | USA |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 8 | SOLE VOTING POWER |
| | - 0 - |
| 9 | SHARED VOTING POWER |
| | 2,188,930 |
| 10 | SOLE DISPOSITIVE POWER |
| | - 0 - |
| | SHARED DISPOSITIVE POWER |

| | |
|----|---|
| | 2,188,930 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 2,188,930* |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 4.3% |
| 14 | TYPE OF REPORTING PERSON |
| | IN |

*Possesses economic exposure to an aggregate of 3,644,975 shares (representing approximately 7.2% of the outstanding shares) due to certain cash-settled total return swaps as further explained in Item 6.

CUSIP No. 109696104

The following constitutes Amendment No. 8 to the Schedule 13D filed by the undersigned (“Amendment No. 8”). This Amendment No. 8 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC and Starboard CLP and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 1,163,227 Shares beneficially owned by Starboard V&O Fund is approximately \$30,715,425, excluding brokerage commissions. The aggregate purchase price of the 373,416 Shares beneficially owned by Starboard S LLC is approximately \$10,723,171, excluding brokerage commissions. The aggregate purchase price of the 204,890 Shares beneficially owned by Starboard C LP is approximately \$5,481,657, excluding brokerage commissions. The aggregate purchase price of the 447,397 Shares held in the Starboard Value LP Account is approximately \$12,906,011, excluding brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

Starboard Value LP (together with its affiliates, “Starboard”) has undertaken the sales reported in this Amendment No. 8 to the Schedule 13D in large part to effectuate a rebalancing of Starboard’s portfolio in light of the significant appreciation in the Issuer’s stock price since Starboard filed its initial Schedule 13D in the Issuer more than two years ago. The Shares sold by the Reporting Persons represent approximately 28% of the Reporting Persons’ total equity position in the Issuer. Starboard intends to remain a large shareholder of the Issuer, and Mr. Feld continues as an active member of the Issuer’s Board of Directors.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 50,387,494 Shares outstanding, as of April 24, 2017, which is the total number of Shares outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 26, 2017.

A. Starboard V&O Fund

(a) As of the close of business on June 2, 2017, Starboard V&O Fund beneficially owned 1,163,227 Shares. Percentage: Approximately 2.3%

(b)

1. Sole power to vote or direct vote: 1,163,227
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,163,227
4. Shared power to dispose or direct the disposition: 0

CUSIP No. 109696104

(c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Starboard S LLC

(a) As of the close of business on June 2, 2017, Starboard S LLC beneficially owned 373,416 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 373,416
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 373,416
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

C. Starboard C LP

(a) As of the close of business on June 2, 2017, Starboard C LP beneficially owned 204,890 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 204,890
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 204,890
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 204,890 shares owned by Starboard C LP.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 204,890
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 204,890
 4. Shared power to dispose or direct the disposition: 0

Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

CUSIP No. 109696104

E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 204,890 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 204,890
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 204,890
 4. Shared power to dispose or direct the disposition: 0

Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

F. Starboard Value LP

As of the close of business on June 2, 2017, 447,397 Shares were held in the Starboard Value LP Account.

(a) Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 1,163,227 Shares owned by Starboard V&O Fund, (ii) 373,416 Shares owned by Starboard S LLC, (iii) 204,890 Shares owned by Starboard C LP, and (iv) 447,397 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.3%

- (b)
1. Sole power to vote or direct vote: 2,188,930
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,188,930
 4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of (c) each of Starboard V&O Fund, Starboard S LLC and Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

G. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 1,163,227 Shares owned by Starboard V&O Fund, (ii) 373,416 Shares owned by Starboard S LLC, (iii) 204,890 Shares owned by Starboard C LP, and (iv) 447,397 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.3%

- (b)
1. Sole power to vote or direct vote: 2,188,930
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,188,930
 4. Shared power to dispose or direct the disposition: 0

CUSIP No. 109696104

Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the (c) Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

H. Principal Co

Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 1,163,227 Shares (a) owned by Starboard V&O Fund, (ii) 373,416 Shares owned by Starboard S LLC, (iii) 204,890 Shares owned by Starboard C LP, and (iv) 447,397 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.3%

- (b)
1. Sole power to vote or direct vote: 2,188,930
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,188,930
 4. Shared power to dispose or direct the disposition: 0

Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

I. Principal GP

Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) (a) 1,163,227 Shares owned by Starboard V&O Fund, (ii) 373,416 Shares owned by Starboard S LLC, (iii) 204,890 Shares owned by Starboard C LP, and (iv) 447,397 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.3%

- (b)
1. Sole power to vote or direct vote: 2,188,930
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,188,930
 4. Shared power to dispose or direct the disposition: 0

Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

J. Messrs. Smith, Mitchell and Feld

Each of Messrs. Smith, Mitchell and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed (a) the beneficial owner of the (i) 1,163,227 Shares owned by Starboard V&O Fund, (ii) 373,416 Shares owned by Starboard S LLC, (iii) 204,890 Shares owned by Starboard C LP, and (iv) 447,397 Shares held in the Starboard Value LP Account.

CUSIP No. 109696104

Percentage: Approximately 4.3%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 2,188,930
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 2,188,930

None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares during the past sixty days. (c) The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.
Item 6 is hereby amended to add the following:

As previously disclosed in Amendment No. 7 to the Schedule 13D, Starboard V&O Fund has entered into a cash-settled total return swap agreement with Société Générale as the counterparty (the “Swap”) that constitutes economic exposure to an aggregate of 1,456,045 notional Shares, or approximately 2.9% of the outstanding Shares. The Swap provides Starboard V&O Fund with economic results that that are comparable to the economic results of ownership but do not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the Shares that are the subject of the Swap.

CUSIP No. 109696104

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 2, 2017

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,

its investment manager

Starboard Value and Opportunity S LLC

By: Starboard Value LP,

its manager

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,

its member

Starboard Value and Opportunity C LP

By: Starboard Value R LP

its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,

its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,

its general partner

STARBOARD PRINCIPAL CO GP LLC

Starboard Value R GP LLC

STARBOARD VALUE LP

By: Starboard Value GP LLC,

its general partner

By: /s/ Jeffrey C. Smith
Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith
Jeffrey C. Smith
Individually and as attorney-in-fact for Mark R. Mitchell and Peter A. Feld

CUSIP No. 109696104

SCHEDULE A**Transactions in the Shares During the Past Sixty Days**

| <u>Nature of the Transaction</u> | <u>Amount of Securities</u> | <u>Price Per</u> | <u>Date of</u> |
|----------------------------------|-----------------------------|------------------|----------------------|
| | <u>Purchased/(Sold)</u> | <u>Share(\$)</u> | <u>Purchase/Sale</u> |

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

Sale of Common Stock (87,669) 60.760405/01/2017
 Sale of Common Stock (46,777) 60.839305/01/2017
 Sale of Common Stock (17,897) 60.420905/02/2017
 Sale of Common Stock (61,047) 60.031305/02/2017
 Sale of Common Stock (102,793) 60.198705/03/2017
 Sale of Common Stock (97,913) 62.996505/31/2017
 Sale of Common Stock (83,212) 63.016205/31/2017
 Sale of Common Stock (106,314) 63.732106/01/2017

Starboard Value and Opportunity S LLC

Sale of Common Stock (12,498) 60.760405/01/2017
 Sale of Common Stock (6,669) 60.839305/01/2017
 Sale of Common Stock (2,551) 60.420905/02/2017
 Sale of Common Stock (8,704) 60.031305/02/2017
 Sale of Common Stock (14,655) 60.198705/03/2017
 Sale of Common Stock (13,959) 62.996505/31/2017
 Sale of Common Stock (11,863) 63.016205/31/2017
 Sale of Common Stock (15,157) 63.732106/01/2017

Starboard Value and Opportunity C LP

Sale of Common Stock (6,858) 60.760405/01/2017
 Sale of Common Stock (3,659) 60.839305/01/2017
 Sale of Common Stock (1,400) 60.420905/02/2017
 Sale of Common Stock (4,775) 60.031305/02/2017
 Sale of Common Stock (8,041) 60.198705/03/2017
 Sale of Common Stock (7,659) 62.996505/31/2017

Sale of Common Stock (6,509)63.016205/31/2017

Sale of Common Stock (8,317)63.732106/01/2017

STARBOARD VALUE LP

(Through the Starboard Value LP Account)

Sale of Common Stock (14,975)60.760405/01/2017

Sale of Common Stock (7,990) 60.839305/01/2017

Sale of Common Stock (3,057) 60.420905/02/2017

Sale of Common Stock (10,427)60.031305/02/2017

Sale of Common Stock (17,558)60.198705/03/2017

Sale of Common Stock (16,725)62.996505/31/2017

Sale of Common Stock (14,213)63.016205/31/2017

Sale of Common Stock (18,159)63.732106/01/2017