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 ".
<i>Note:</i> Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. <i>See</i> § 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

but shall be subject to all other provisions of the Act (however, see the Notes).

Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

CUSIP No. 109696104

1	NAME OF R PERSON	EPORTING
2	STARBOA CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER ^(a)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	OO CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHI ORGANIZA	IP OR PLACE OF TION
	DELAWA	RE
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
	10	2,188,930 SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

4.3% TYPE OF REPORTING PERSON

PN

2

^{*}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 RI PERSON	EPORTING
2		
3	SEC USE ON	LY
4	SOURCE OF	FUNDS
5	WC CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) OI	E OF GS IS TO
6	CITIZENSHI ORGANIZAT	P OR PLACE OF TION
NUMBER OF	CAYMAN 7	ISLANDS SOLE VOTING POWER
SHARES BENEFICIALLY	<u> </u>	1,163,227
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	1,163,227 SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,163,227*

CHECK BOX IF THE

AGGREGATE

12 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS

13 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.

1	PERSON	
		RD VALUE ORTUNITY S
2	CHECK THE APPROPRIA' IF A MEMBE GROUP	TE BOX
		(b)
3	SEC USE ON	LY
4	SOURCE OF	FUNDS
5	WC CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) OF	E OF GS IS TO
6	CITIZENSHII OF ORGANIZ	
	DELAWAI	RE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	373,416
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	373,416

NAME OF REPORTING

SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

373,416

CHECK BOX IF THE AGGREGATE

12 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1% TYPE OF REPORTING PERSON

00

4

14

2		
	GROCI	(b)
3	SEC USE ON	LY
4	SOURCE OF	FUNDS
5	WC CHECK BOX DISCLOSURI LEGAL PROCEEDING REQUIRED PURSUANT TITEM 2(d) OF	E OF GS IS TO
6	CITIZENSHII OF ORGANIZ	
	DELAWAF	RE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	•	204,890
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER
	10	204,890

NAME OF REPORTING

SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,890

CHECK BOX IF THE AGGREGATE

12 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%
TYPE OF REPORTING

14 PERSON

PN

5

1	NAME OF R	EPORTING
	STARBOA LP	ARD VALUE R
2	CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER ^(a)
	or monoc	(b)
3	SEC USE ON	ILY
4	SOURCE OF	FUNDS
5	OO CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	E OF IGS IS TO
6	CITIZENSHI OF ORGANI	P OR PLACE ZATION
	DELAWA	RE
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
	10	204,890 SHARED DISPOSITIVE

POWER

11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
12	204,890 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

1	NAME OF R PERSON	EPORTING
2	STARBOA GP LLC CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER ^(a)
2	SECTISE ON	п V
3	SEC USE ON	NL Y
4	SOURCE OF	FUNDS
5	OO CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	E OF IGS IS TO
6	CITIZENSHI OF ORGANI	P OR PLACE ZATION
	DELAWA	RE
		SOLE
NUMBER OF	7	VOTING
		POWER
SHARES		
BENEFICIALLY	•	204,890
	_	SHARED
OWNED BY	8	VOTING
EAGH		POWER
EACH		0
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		204,890
	10	SHARED
	10	DISPOSITIVE

POWER

	- 0 -
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED
11	BY EACH REPORTING
	PERSON
	204,890
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
13	AMOUNT IN ROW (11)
	AWOON IN KOW (II)
	Less than 1%
14	TYPE OF REPORTING
17	PERSON
	00
	00

	STAR	BOARD VALUE GP
	LLC	
	CHECK	THE
2	APPROF	PRIATE
2	BOX IF	A MEMBER ^(a)
	OF A GF	ROUP
		(b)
		(0)
3	SEC USI	E ONLY
3	DEC CO.	BONET
4	SOLIDCI	E OF FUNDS
4	SOURCI	2 OF FUNDS
	00	
	00	DOV IE
	CHECK	
		SURE OF
_	LEGAL	
5		EDINGS IS
	REQUIR	
	PURSU/	
	ITEM 2(d) OR 2(e)
6	CITIZEN	NSHIP OR PLACE OF
O	ORGAN	IZATION
	DELA	WARE
NUMBER OF	7	SOLE VOTING
NUMBER OF	7	POWER
SHARES		
BENEFICIALLY	7	2,188,930
		SHARED
OWNED BY	8	VOTING
OWNEDDI	O	POWER
EACH		FOWER
		0
REPORTING		- 0 -
DED G 0.1 11117711	0	SOLE
PERSON WITH	9	DISPOSITIVE
		POWER
		2,188,930
		SHARED
	10	DISPOSITIVE
		POWER

NAME OF REPORTING

- 0 -AGGREGATE AMOUNT 11 BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,188,930* **CHECK BOX IF** THE AGGREGATE 12 AMOUNT IN ROW (11) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS 13 REPRESENTED BY AMOUNT IN ROW (11) 4.3% TYPE OF REPORTING 14 **PERSON** 00

^{*}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.

2	CO LP CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER ^(a)
3	SEC USE ON	ILY
4	SOURCE OF	FUNDS
5	OO CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	E OF IGS IS TO
6	CITIZENSHI ORGANIZA	P OR PLACE OF ΓΙΟΝ
	DELAWA	RE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	2,188,930 SHARED
OWNED BY	8	VOTING POWER
EACH		TOWER
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,188,930 SHARED DISPOSITIVE POWER

NAME OF REPORTING

STARBOARD PRINCIPAL

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

2	CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER ^(a)
		(b)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	OO CHECK BOX DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHI ORGANIZA	IP OR PLACE OF ΓΙΟΝ
	DELAWA	RE
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	2,188,930
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,188,930 SHARED DISPOSITIVE POWER

NAME OF REPORTING

CO GP LLC

STARBOARD PRINCIPAL

- 0 -AGGREGATE AMOUNT 11 BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,188,930* **CHECK BOX IF** THE AGGREGATE 12 AMOUNT IN ROW (11) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS 13 REPRESENTED BY AMOUNT IN ROW (11) 4.3% TYPE OF REPORTING 14 **PERSON** 00

^{*}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.

1	NAME OF F PERSON	REPORTING
2	JEFFREY CHECK THE APPROPRIA BOX IF A M OF A GROU	ATE IEMBER ^(a)
3	SEC USE O	
4	SOURCE O	F FUNDS
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF	
6	ORGANIZA	
NUMBER OF SHARES	7 7	SOLE VOTING POWER
BENEFICIALLY	<i>Y</i>	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		2,188,930 SOLE
PERSON WITH	9	DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

2,188,930

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,188,930*
CHECK BOX IF
THE AGGREGATE

AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES