

BRINKS CO
Form 4
July 25, 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)
07/21/2016

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) Code V Amount (D) Price			
Common Stock, \$1.00 Par Value					2,880,674	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$1.00 Par Value					618,266	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$1.00 Par					339,235	I	By Starboard Value and Opportunity

Value						C LP ⁽³⁾
Common Stock, \$1.00 Par Value	740,755	I				By Managed Account of Starboard Value LP ⁽⁴⁾

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

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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 Acquired (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Cash-Settled Total Return Swap	\$ 30.0712 ⁽⁶⁾	07/21/2016		S/K ⁽⁵⁾⁽⁸⁾⁽⁹⁾	1	⁽⁵⁾⁽⁸⁾⁽⁹⁾ 07/28/2016	Common Stock, \$1.00 Par Value		
Cash-Settled Total Return Swap	\$ 30.2221 ⁽⁶⁾	07/21/2016		S/K ⁽⁵⁾⁽⁸⁾⁽⁹⁾	1	⁽⁵⁾⁽⁸⁾⁽⁹⁾ 07/29/2016	Common Stock, \$1.00 Par Value		
Cash-Settled Total Return Swap	\$ 28.9631 ⁽⁶⁾	07/21/2016		S/K ⁽⁵⁾⁽⁸⁾⁽⁹⁾	1	⁽⁵⁾⁽⁸⁾⁽⁹⁾ 08/29/2016	Common Stock, \$1.00 Par Value		
Cash-Settled Total Return Swap	\$ 28.983 ⁽⁶⁾	07/21/2016		S/K ⁽⁵⁾⁽⁸⁾⁽⁹⁾	1	⁽⁵⁾⁽⁸⁾⁽⁹⁾ 09/01/2016	Common Stock, \$1.00 Par Value		

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							Value
Cash-Settled Total Return Swap	\$ 30.0826 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	08/30/2016	Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 31.362 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	08/31/2016	Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 30.1865 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	09/06/2016	Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 29.4758 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	09/12/2016	Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 29.8014 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	09/20/2016	Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 29.0177 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	09/21/2016	Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 26.535 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	10/28/2016	Common Stock, \$1.00 Par Value
Cash-Settled Total Return	\$ 26.47 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	10/31/2016	Common Stock,

Swap								\$1.00 Par Value
Cash-Settled Total Return Swap	\$ 26.872 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	10/31/2016		Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 27.329 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	11/01/2016		Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 27.956 <u>(6)</u>	07/21/2016	S/K <u>(5)(8)(9)</u>	1	<u>(5)(8)(9)</u>	11/02/2016		Common Stock, \$1.00 Par Value
Cash-Settled Total Return Swap	\$ 30.54 <u>(8) (9)</u>	07/21/2016	P/K <u>(8)(9)</u>	1	<u>(8)(9)</u>	12/28/2017		Common Stock, \$1.00 Par Value 1,4
Deferred Stock Units	<u>(7)</u>				<u>(7)</u>	<u>(7)</u>		Common Stock, \$1.00 Par Value 3

Reporting Owners

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

Signatures

/s/ Peter A. Feld 07/25/2016

**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).

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

- (1) 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 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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

- (2) 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.

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

- (3) 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.

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

- (4) 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.

Previously, Starboard V&O Fund entered into certain cash-settled total return swap agreements (each an "Initial Swap Agreement" and collectively, the "Initial Swap Agreements") with an unaffiliated third party financial institution, which provided Starboard V&O Fund with economic exposure to an aggregate of 1,456,045 notional shares. The Initial Swap Agreements provided Starboard V&O Fund with economic results that were comparable to the economic results of ownership but did 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 were the subject of the Swap Agreements (the "Subject Shares"). The Reporting Person expressly disclaimed beneficial ownership of the Subject Shares except to the extent of his pecuniary interest therein.

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

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.

- (8) On July 21, 2016, each Initial Swap Agreement was terminated and Starboard V&O Fund entered into a new cash-settled total return swap agreement (the "Second Swap") with an unaffiliated third party financial institution, which provides Starboard V&O Fund with economic exposure to an aggregate of 1,456,045 notional shares. The Second Swap provides 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 Second Swap. The trades were executed at the closing market price on July 21, 2016.

Pursuant to Rule 16a-4(b) under the Exchange Act, the settlement of the Initial Swap Agreements is being reported as a simultaneous purchase (which is exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) under the Exchange Act) and sale of the Subject Shares. The settlement of the Initial Swap Agreements and entry into the Second Swap were done simultaneously and therefore the deemed sale of the Subject Shares upon settlement of the Initial Swap Agreements and deemed purchase at the time of the establishment of the Second Swap were at the same price.

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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