

BRINKS CO
Form 4
February 23, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
02/21/2017

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock, \$1.00 Par Value	02/21/2017		S		62,999	D	\$ 51.9806	2,817,675	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$1.00 Par Value	02/21/2017		S		8,981	D	\$ 51.9806	609,285	I	By Starboard Value and Opportunity S LLC ⁽²⁾
	02/21/2017		S		4,928	D		334,307	I	

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Common Stock, \$1.00 Par Value					\$ 51.9806			By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$1.00 Par Value	02/21/2017	S	10,761	D	\$ 51.9806	729,994	I	By Managed Account of Starboard Value LP ⁽⁴⁾
Common Stock, \$1.00 Par Value	02/21/2017	S	147,312	D	\$ 52.0789	2,670,363	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$1.00 Par Value	02/21/2017	S	21,002	D	\$ 52.0789	588,283	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$1.00 Par Value	02/21/2017	S	11,523	D	\$ 52.0789	322,784	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$1.00 Par Value	02/21/2017	S	25,163	D	\$ 52.0789	704,831	I	By Managed Account of Starboard Value LP ⁽⁴⁾
Common Stock, \$1.00 Par Value	02/22/2017	S	104,196	D	\$ 51.607	2,566,167	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$1.00 Par Value	02/22/2017	S	14,855	D	\$ 51.607	573,428	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$1.00 Par Value	02/22/2017	S	8,151	D	\$ 51.607	314,633	I	By Starboard Value and Opportunity C LP ⁽³⁾
	02/22/2017	S	17,798	D	\$ 51.607	687,033	I	

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Common Stock, \$1.00 Par Value								By Managed Account of Starboard Value LP ⁽⁴⁾
Common Stock, \$1.00 Par Value	02/22/2017	S	78,609	D	\$ 51.6913	2,487,558	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$1.00 Par Value	02/22/2017	S	11,207	D	\$ 51.6913	562,221	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$1.00 Par Value	02/22/2017	S	6,149	D	\$ 51.6913	308,484	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$1.00 Par Value	02/22/2017	S	13,428	D	\$ 51.6913	673,605	I	By Managed Account of Starboard Value LP ⁽⁴⁾
Common Stock, \$1.00 Par Value	02/23/2017	S	8,954	D	\$ 51.6274	2,478,604	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$1.00 Par Value	02/23/2017	S	1,277	D	\$ 51.6274	560,944	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$1.00 Par Value	02/23/2017	S	700	D	\$ 51.6274	307,784	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$1.00 Par Value	02/23/2017	S	1,530	D	\$ 51.6274	672,075	I	By Managed Account of Starboard Value LP ⁽⁴⁾
Common Stock,	02/23/2017	S	65,017	D	\$ 51.452	2,413,587	I	By Starboard

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\$1.00 Par Value								Value and Opportunity Master Fund Ltd ⁽¹⁾
Common Stock, \$1.00 Par Value	02/23/2017	S	9,269	D	\$ 51.452	551,675	I	By Starboard Value and Opportunity S LLC ⁽²⁾
Common Stock, \$1.00 Par Value	02/23/2017	S	5,086	D	\$ 51.452	302,698	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock, \$1.00 Par Value	02/23/2017	S	11,105	D	\$ 51.452	660,970	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cash-Settled Total Return Swap	\$ 30.54 ⁽⁶⁾					⁽⁶⁾	12/28/2017	Common Stock, \$1.00 Par Value	1,456,045
Deferred Stock Units	⁽⁵⁾					⁽⁵⁾	⁽⁵⁾	Common Stock,	3,714

\$1.00 Par
Value

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 02/23/2017

**Signature of Date
Reporting Person

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

- (2) 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.

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.

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

- (5) 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.

Starboard V&O Fund has entered into a cash-settled total return swap agreement (the "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 Swap

- (6) 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 Swap. The trades were executed at the closing market price on July 21, 2016.

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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