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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

THE BRINK'S COMPANY
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of incorporation or organization)

54-1317776
(I.R.S. Employer Identification No.)

1801 Bayberry Court
P.O. Box 18100
Richmond, Virginia 23226-8100
(Address of Principal Executive Offices) (Zip Code)

THE BRINK'S COMPANY
2024 Equity Incentive Plan
(Full title of the plan)

Lindsay K. Blackwood, Esq.
Executive Vice President, General Counsel and Corporate Secretary
The Brink's Company
1801 Bayberry Court
P.O. Box 18100
Richmond, Virginia 23226-8100
(804) 289-9600

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of the Registration Statement on Form S-8 (this “Registration Statement”) is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in The Brink’s Company 2024 Equity Incentive Plan (the “Plan”) covered by this Registration Statement as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “Commission”) by The Brink’s Company (the “Registrant”) pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference, to the extent that such documents are considered filed with the Commission:

(1) [The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission February 29, 2024](#);

(2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2023; and

(3) [The description of the Registrant’s common stock, par value \\$1.00 per share \(the “Common Stock”\) contained in Exhibit 4.1 to its Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Commission February 28, 2020, which updates Exhibit 1 to the Registrant’s Registration Statement on Form 8-A filed with the Commission as of December 4, 1995](#), including any amendment thereto or report filed for the purpose of further updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents, to the extent such documents are considered filed with the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters with respect to the validity of the shares of Common Stock registered hereby will be passed upon for the Registrant by Lindsay K. Blackwood, Esq., who is employed by the Registrant as Executive Vice President, General Counsel and Corporate Secretary. Ms. Blackwood holds shares of Common Stock and units representing Common Stock, and she is eligible to participate in the Plan.

Item 6. Indemnification of Directors and Officers.

Under the Virginia Stock Corporation Act, unless otherwise required by its Second Amended and Restated Articles of Incorporation (the “Articles”), the Registrant is required to indemnify a director or officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the Registrant against reasonable expenses incurred in connection with the proceeding. Such Act also authorizes Virginia corporations to provide additional indemnification in certain specified instances. Accordingly, Article VIII of the Articles of the Registrant provides that each officer, director or employee of the Registrant shall be entitled to indemnity, including indemnity with respect to a proceeding by or in the right of the Registrant, to the fullest extent required or permitted under the provisions of the Virginia Stock Corporation Act as in effect from time to time, except for an indemnity against willful misconduct or a knowing violation of the criminal law. Furthermore, the Registrant is required to promptly pay for or reimburse the reasonable expenses, including attorneys’ fees, incurred by an officer, director or employee of the Registrant in connection with any proceeding (whether or not made a party) arising from his or her status as such officer, director or employee, in advance of final disposition of any such proceeding upon receipt by the Registrant from such officer, director or employee of (a) a written statement of good faith belief that he or she is entitled to indemnity by the Registrant and (b) a written undertaking, executed personally or on his or her behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he or she did not meet the applicable standard of conduct.

Certain officers of the Registrant have indemnification contracts with the Registrant. The contracts provide indemnification to the same extent as the Articles and provide for the advancement of attorneys’ fees. The Registrant also has directors’ and officers’ insurance which protects each director and officer from liability for actions taken in their capacity as directors or officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit</u>	<u>Description</u>
4.1	Second Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3(i) to the Registrant’s Quarterly Report on Form 10-Q, filed July 31, 2015)

- 4.2 Amended and Restated Bylaws of the Registrant, effective May 6, 2022 (incorporated herein by reference to Exhibit 3.2 to the Registrant’s Quarterly Report on Form 10-Q filed May 10, 2022)
- 5.1* Opinion of Lindsay K. Blackwood, Esq., General Counsel
- 10.1 The Brink’s Company 2024 Equity Incentive Plan (incorporated herein by reference to Appendix C to the Registrant’s proxy statement filed March 18, 2024)
- 23.1* Consent of KPMG LLP
- 23.2* Consent of Lindsay K. Blackwood, Esq. (included in Exhibit 5.1)
- 24.1* Powers of Attorney (included in signature page)
- 107* Filing Fee Table

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Filing Fee Tables” or “Calculation of Registration Fee” table, as applicable, in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports

filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grapevine, State of Texas, on the 2nd day of May, 2024.

THE BRINK'S COMPANY

By: /s/ Mark Eubanks
Name: Mark Eubanks
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints each of Mark Eubanks, Kurt B. McMaken and Lindsay K. Blackwood, his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for the undersigned and in the name of the undersigned, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>/s/ Mark Eubanks</u> Mark Eubanks	President and Chief Executive Officer (Principal Executive Officer)	May 2, 2024
<u>/s/ Kurt B. McMaken</u> Kurt B. McMaken	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 2, 2024
<u>/s/ Michael Sweeney</u> Michael Sweeney	Controller (Principal Accounting Officer)	May 2, 2024
<u>/s/ Kathie J. Andrade</u> Kathie J. Andrade	Director	May 2, 2024
<u>/s/ Paul G. Boynton</u> Paul G. Boynton	Director	May 2, 2024
<u>/s/ Ian D. Clough</u> Ian D. Clough	Director	May 2, 2024
<u>/s/ Susan E. Docherty</u> Susan E. Docherty	Director	May 2, 2024
<u>/s/ Michael J. Herling</u> Michael J. Herling	Director	May 2, 2024
<u>/s/ A. Louis Parker</u> A. Louis Parker	Director	May 2, 2024
<u>/s/ Timothy J. Tynan</u> Timothy J. Tynan	Director	May 2, 2024
<u>/s/ Keith R. Wyche</u> Keith R. Wyche	Director	May 2, 2024

CALCULATION OF FILING FEE TABLES
FORM S-8
(Form Type)
THE BRINK'S COMPANY
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee ⁽³⁾
Equity	Common Stock, \$1.00 par value per share reserved for issuance under the Plan ⁽¹⁾	Other	4,104,125	\$90.29	\$370,561,446.25	0.0001476	\$54,694.87
Total Offering Amounts					\$370,561,446.25		\$54,694.87
Total Fee Offsets					—		—
Net Fee Due							\$54,694.87

- Consists of shares of common stock, par value \$1.00 per share ("Common Stock") of The Brink's Company (the "Company") reserved for issuance under The Brink's Company 2024 Equity Incentive Plan (the "Plan").
- Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Company's Common Stock that become issuable under the Plan by reason of any future stock dividend, stock split, reverse stock split, recapitalization, merger, consolidation, reorganization, reclassification, combination, exchange of shares or similar event or change in the Company's capital stock.
- Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. Pursuant to Rule 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of calculating the amount of the registration fee. The price shown is based upon the average of the high and low prices reported for the Common Stock on the New York Stock Exchange on April 29, 2024, or \$90.29 (rounded up to the nearest cent).



The Brink's Company
1801 Bayberry Court
P.O. Box 18100
Richmond, VA 23226-8100 U.S.A.
Tel: (804) 289-9600

May 2, 2024

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Ladies and Gentlemen:

As General Counsel of The Brink's Company, (the "Company"), I have acted as counsel to the Company in connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company on the date hereof pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance of 4,104,125 shares of the Company's common stock, par value \$1.00 (the "Common Stock"), in connection with The Brink's Company 2024 Equity Incentive Plan.

This opinion letter is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

I am familiar with the Registration Statement and the exhibits thereto. I, or attorneys under my supervision, have also examined originals or copies, certified or otherwise, of such other documents, evidence of corporate action and instruments, as I have deemed necessary or advisable for the purposes of rendering this opinion. As to questions of fact relevant to this opinion, I have relied upon certificates or written statements from officers and other appropriate representatives of the Company and its subsidiaries or public officials. In all such examinations I have assumed the genuineness of all signatures, the authority to sign and the authenticity of all documents submitted to me as originals. I have also assumed the conformity to the original of all documents submitted to me as copies.

Based upon and subject to the foregoing, I am of the opinion that:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Virginia; and
2. The shares of Common Stock have been duly authorized and, when issued in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

The opinions expressed above are limited to the laws of the Commonwealth of Virginia in effect on the date hereof. I do not express any opinion as to the laws of any other jurisdiction.

I hereby consent to the filing of this opinion letter with the Securities and Exchange Commission (the "Commission") as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not hereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion letter is rendered as of the date hereof, and I disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to my attention and that may alter, affect or modify the opinions expressed herein. This opinion letter is expressly limited to the matters set forth above and I render no opinion, whether by implication or otherwise, as to any matters beyond the matters expressly set forth herein.

Very truly yours,

/s/ Lindsay K. Blackwood, Esq.
Executive Vice President
and General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 29, 2024, with respect to the consolidated financial statements of The Brink's Company, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Richmond, Virginia

May 2, 2024