SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			the Investment Company Act of 19						
1. Name and Address of Reporting Person* $\underline{Feld \ Peter \ A}$	2. Date of Ever Requiring State (Month/Day/Yes 01/03/2016	ement	3. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]						
(Last) (First) (Middle) 777 THIRD AVENUE, 18TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify below)		er (M ecify 6. Ap	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 			
	Table I - No	n-Derivat	ive Securities Beneficiall	y Owned	I				
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect (Instr. 5)	cṫ (D) (Ins	I. Nature of Indirect Beneficial Ownership Instr. 5)			
Common Stock, \$1.00 Par Value			2,880,674	Ι	I By Starboard Master Fund		rd Value and Opportunity d Ltd ⁽¹⁾		
Common Stock, \$1.00 Par Value			618,266	Ι	By LL	tarboard Value and Opportunity S			
Common Stock, \$1.00 Par Value			339,235	Ι	By Starboard Val LP ⁽³⁾		ie and Opportunity C		
Common Stock, \$1.00 Par Value			740,755	I		Managed Acc ue LP ⁽⁴⁾	ount of Starboard		
			e Securities Beneficially (Ints, options, convertible		s)				
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securiti Underlying Derivative Security			cise Form: f Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	or Number of Shares	Security	(I) (Instr. 5)			
Cash-Settled Total Return Swap	(5)	07/28/2016	Common Stock, \$1.00 Par Value	50,700	30.0712(6) I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾		
Cash-Settled Total Return Swap	(5)	07/29/2016	Common Stock, \$1.00 Par Value	50,700	30.2221(6) I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵		
Cash-Settled Total Return Swap	(5)	08/29/2016	Common Stock, \$1.00 Par Value	27,640	28.9631 ⁽⁶) I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽¹⁾		
Cash-Settled Total Return Swap	(5)	09/01/2016	Common Stock, \$1.00 Par Value	134,175	28.983(6)	Ι	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽¹⁾		
Cash-Settled Total Return Swap	(5)	08/30/2016	Common Stock, \$1.00 Par Value	69,100	30.0826 ⁽⁶) I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽¹⁾		
Cash-Settled Total Return Swap	(5)	08/31/2016	Common Stock, \$1.00 Par Value	20,730	31.362 ⁽⁶⁾	Ι	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽¹⁾		
Cash-Settled Total Return Swap	(5)	09/06/2016	Common Stock, \$1.00 Par Value	18,000	30.1865 ⁽⁶) I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽¹⁾		
Cash-Settled Total Return Swap	(5)	09/12/2016	Common Stock, \$1.00 Par Value	25,000	29.4758 ⁽⁶) I	By Starboard Value and Opportunity		

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)	2. Date Exerce Expiration D (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)				
Cash-Settled Total Return Swap	(5)	09/20/2016	Common Stock, \$1.00 Par Value	25,000	29.8014 ⁽⁶⁾	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾			
Cash-Settled Total Return Swap	(5)	09/21/2016	Common Stock, \$1.00 Par Value	25,000	29.0177 ⁽⁶⁾	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾			
Cash-Settled Total Return Swap	(5)	10/28/2016	Common Stock, \$1.00 Par Value	40,000	26.535 ⁽⁶⁾	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾			
Cash-Settled Total Return Swap	(5)	10/31/2016	Common Stock, \$1.00 Par Value	70,000	26.47 ⁽⁶⁾	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾			
Cash-Settled Total Return Swap	(5)	10/31/2016	Common Stock, \$1.00 Par Value	400,000	26.872 ⁽⁶⁾	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾			
Cash-Settled Total Return Swap	(5)	11/01/2016	Common Stock, \$1.00 Par Value	300,000	27.329 ⁽⁶⁾	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾			
Cash-Settled Total Return Swap	(5)	11/02/2016	Common Stock, \$1.00 Par Value	200,000	27.956 ⁽⁶⁾	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾⁽⁵⁾			

Explanation of Responses:

1. 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 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.

2. 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 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.

3. 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 Walue GP, the general partner of the investment manager of Starboard 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.

4. 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 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.

5. Starboard V&O Fund has entered into certain cash-settled total return swap agreements (the "Swap Agreements") with an unaffiliated third party financial institution, which provide Starboard V&O Fund with economic exposure to an aggregate of 1,456,045 notional shares. The Swap Agreements provide 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 Agreements (the "Subject Shares"). The Reporting Person expressly disclaims beneficial ownership of the Subject Shares except to the extent of his pecuniary interest therein.

6. Represents the reference price associated with the applicable Swap Agreement.

/s/ Peter A. Feld

** Signature of Reporting Person Date

01/11/2016

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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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