# SEC Form 4

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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| С  | heck this box if no longer subject to |
|----|---------------------------------------|
| S  | ection 16. Form 4 or Form 5           |
| 0  | bligations may continue. See          |
| Ir | struction 1(b).                       |

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|   | ss of Reporting Person | n*       | 2. Issuer Name and Ticker or Trading Symbol BRINKS CO [ BCO ]  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |  |  |  |  |
|---|------------------------|----------|--|--|--|--|--|--|--|
| (Last)  | (First)                | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/29/2018 | х  | Director<br>Officer (give title<br>below)<br>SVP, Gen Counsel of | 10% Owner<br>Other (specify<br>below)<br>& CAO |  |  |  |
| 1801 BAYBERR<br>P.O. BOX 18100  |                        |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)       | 6. Indivi  | dual or Joint/Group Filing (0                                    | Check Applicable                               |  |  |  |
| (Street)<br>RICHMOND  | VA                     | 23226    |  | Line)  | Form filed by One Report<br>Form filed by More than C<br>Person  | ing Person                                     |  |  |  |
| (City)  | (State)                | (Zip)    |  |  |  |  |  |  |  |
| Table L. Non-Derivative Securities Acquired Disposed of or Reneficially Owned |                        |          |  |  |  |  |  |  |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| L                               |  |   |                             | - |   |               | -     |   |   |   |
|---------------------------------|--|---|-----------------------------|---|---|---------------|-------|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                 |  |   | Code                        | v | Amount  | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150. 4)   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D) (Instr.<br>3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|-----|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   | (Instr. 4)   |  |  |
| Units   | (1)   | 06/29/2018                                 |   | Α                            |   | 63.95 <sup>(2)</sup>   |     | (1)  | (1)                | Common<br>Stock   | 63.95 <sup>(2)</sup>                   | \$79.75 <sup>(3)</sup>                              | 43,872.83  | D  |  |

#### **Explanation of Responses:**

1. Units (each of which is the economic equivalent of one share of The Brink's Company ("BCO") common stock) credited to the Reporting Person's stock incentive account under the Key Employees' Deferred Compensation Program (the "Program") will settle in BCO common stock on a one-for-one basis and shall be distributed in accordance with the Reporting Person's deferral election either (1) following the Reporting Person's termination of employment with BCO or (2) on a future date selected by the Reporting Person at the time of his or her deferral election.

2. In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account.

3. The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of \$79.75, which is the closing price of BCO common stock on the final trading day of the month in which the deferred compensation would have been payable, calculated in accordance with the terms of the Program.

### **Remarks:**

/s/ Lindsay K. Blackwood Lindsay K. Blackwood, Attorney-in-Fact

07/03/2018

Date

\*\* Signature of Reporting Person

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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMB APPROVAL

| OMB Number: 3235-0287    |  |  |  |  |  |  |  |
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| hours per response: 0.5  |  |  |  |  |  |  |  |