

**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)

Key Employees' Deferred Compensation Program of The Brink's Company
(Full title of the plan)

Austin F. Reed, Esq.
Vice President, General Counsel and Secretary
The Brink's Company
1801 Bayberry Court
P.O. Box 18100
Richmond, Virginia 23226-8100
(804) 289-9600

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

With a copy to:

Louanna O. Heuhsen, Esq.
W. Lake Taylor, Jr., Esq.
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
(804) 788-8200

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾⁽³⁾	Proposed maximum aggregate offering price ⁽²⁾⁽³⁾	Amount of registration fee ⁽³⁾
Common Stock, par value \$1.00 per share	1,490,873 Shares	\$58.75	\$87,588,789	\$2,688.98

- (1) Pursuant to Rule 416(a) the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of computing the registration fee. This amount was calculated pursuant to Rule 457(h) under the Securities Act of 1933 on the basis of \$58.75 per share, which was the average of the high and low prices of the Common Stock on the New York Stock Exchange on October 8, 2007.
- (3) The Registrant previously registered an aggregate of 500,000 shares of common stock for issuance under the 1994 Employee Stock Purchase Plan of The Brink's Company (the "1994 Plan") pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 5, 2004 (Registration No. 333-120254) (the "Prior Registration Statement"). The Registrant is contemporaneously filing Post-Effective Amendment No. 1 to the Prior Registration Statement to remove from registration 390,873 shares that remain for issuance under the 1994 Plan pursuant to the Prior Registration Statement. In accordance with Rule 457(p), the filing fee of \$2,688.98 has been reduced by \$1,581.29, which amount represents the filing fee previously paid with respect to the 390,873 shares registered pursuant to the Prior Registration Statement. Therefore, a filing fee of \$1,107.69 has been paid with this filing.

REGISTRATION OF ADDITIONAL SECURITIES

The Brink's Company (the "Company") is hereby registering 1,490,873 additional shares of its common stock, par value \$1.00 per share (the "Common Stock"), for issuance under the Key Employee's Deferred Compensation Program of The Brink's Company (the "Deferred Compensation Program"). Registration statements on Form S-8 (Registration No. 33-53565, including Post-Effective Amendment No. 1 thereto, and Registration No. 333-78631, including Post-Effective Amendment No. 1 thereto, collectively, the "Prior Registration Statements"), each as filed with the Securities and Exchange Commission on May 10, 1994, April 3, 1996, May 17, 1999, and October 2, 2001, respectively, relating to the same class of securities and the same employee benefit plan are currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of each of the Prior Registration Statements, to the extent that they relate to the Deferred Compensation Program and the shares of Common Stock issuable thereunder, are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel

Certain legal matters regarding shares of Common Stock will be passed upon for the Company by Austin F. Reed, Esq., Vice President, General Counsel and Secretary of the Company. Mr. Reed beneficially owns 124,518 shares of Common Stock.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Articles of Incorporation of the Company (incorporated herein by reference to Exhibit 3(i) to the Company's Current Report on Form 8-K filed March 2, 2005 (File No. 1-9148)).
4.2	Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3(ii) to the Company's Current Report on Form 8-K filed July 18, 2007 (File No. 1-9148)).
4.3	Key Employees' Deferred Compensation Program, as amended and restated effective January 1, 2007 (incorporated herein by reference to Exhibit 10(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 (File No. 1-9148)).
5.1	Opinion of Austin F. Reed, Esq., regarding Common Stock.
23.1	Consent of Austin F. Reed, Esq. (included in the opinion filed as Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Powers of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 County of Henrico, Commonwealth of Virginia, on the 12th day of October, 2007.

**THE BRINK'S COMPANY
(Registrant)**

By: /s/ Austin F. Reed
Name: Austin F. Reed
Title: Vice President, General Counsel and Secretary

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael T. Dan</u> Michael T. Dan	Director, Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	October 12, 2007
<u>/s/ Robert T. Ritter</u> Robert T. Ritter	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 12, 2007
<u>*</u> Roger G. Ackerman	Director	October 12, 2007
<u>Betty C. Alewine</u>	Director	
<u>*</u> James R. Barker	Director	October 12, 2007
<u>*</u> Marc C. Breslawsky	Director	October 12, 2007
<u>*</u> John S. Brinzo	Director	October 12, 2007
<u>*</u> Thomas R. Hudson Jr.	Director	October 12, 2007
<u>*</u> Murray D. Martin	Director	October 12, 2007
<u>*</u> Lawrence J. Mosner	Director	October 12, 2007
<u>*</u> Carl S. Sloane	Director	October 12, 2007
<u>*</u> Timothy Smart	Director	October 12, 2007
<u>*</u> Ronald L. Turner	Director	October 12, 2007

* By: /s/ Austin F. Reed
Austin F. Reed, Attorney-in-Fact

EXHIBIT INDEX

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24.1	Powers of Attorney.

[LETTERHEAD OF AUSTIN F. REED]

October 12, 2007

The Brink's Company
1801 Bayberry Court
P. O. Box 18100
Richmond, VA 23226-8100

Registration Statement on Form S-8
Key Employees' Deferred Compensation Program of The Brink's Company

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") for the Key Employees' Deferred Compensation Program of The Brink's Company (the "Deferred Compensation Program") being filed under the Securities Act of 1933, as amended (the "Act"), on or about the date of this letter, to register 1,490,873 additional shares of the Company's common stock, par value \$1.00 per share (the "Common Stock"), which may be issued from time to time pursuant to the Deferred Compensation Program.

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 purpose 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.

2. The shares of Common Stock have been duly authorized and, when offered and sold as described in the Registration Statement, will be legally issued, fully paid and nonassessable.

I hereby consent to the use of my name in the Registration Statement and to the filing, as an exhibit to the Registration Statement, of this opinion. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Austin F. Reed

Austin F. Reed
Vice President, General Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

The Brink's Company:

We consent to the use of our reports dated February 27, 2007, with respect to the consolidated balance sheets of The Brink's Company and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2006, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006 and the effectiveness of internal control over financial reporting as of December 31, 2006, which reports appear in the December 31, 2006 annual report on Form 10-K of The Brink's Company, incorporated herein by reference.

Our report relating to the consolidated financial statements refers to the Company's adoption of the provisions of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, effective January 1, 2006, Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, on December 31, 2006, and Securities and Exchange Commission Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*, on December 31, 2006.

/s/ KPMG LLP

Richmond, Virginia

October 11, 2007

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to The Key Employees' Deferred Compensation Program of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of October, 2007.

/s/ Roger G. Ackerman

Roger G. Ackerman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to The Key Employees' Deferred Compensation Program of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of October, 2007.

/s/ James R. Barker

James R. Barker

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of October, 2007.

/s/ Marc C. Breslawsky

Marc C. Breslawsky

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to The Key Employees' Deferred Compensation Program of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of October, 2007.

/s/ John S. Brinzo

John S. Brinzo

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to The Key Employees' Deferred Compensation Program of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of October, 2007.

/s/ Thomas R. Hudson Jr.

Thomas R. Hudson Jr.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of October, 2007.

/s/ Murray D. Martin

Murray D. Martin

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to The Key Employees' Deferred Compensation Program of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of October, 2007.

/s/ Lawrence J. Mosner

Lawrence J. Mosner

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of October, 2007.

/s/ Carl S. Sloane

Carl S. Sloane

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of October, 2007.

/s/ Timothy Smart

Timothy Smart

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to The Key Employees' Deferred Compensation Program of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of October, 2007.

/s/ Ronald L. Turner

Ronald L. Turner