SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

obligations may continue. See Instruction 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

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| | ress of Reporting | | 2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|-------------|-------------------|-----------------|---|-------------------|--|-----------------------|--|--|--|
| DOMANIC | O RONALE | <u>JAMES</u> | | | Director | 10% Owner | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | Officer (give title below) | Other (specify below) | | | |
| 555 DIVIDEN | . , | (| 12/31/2019 | | EVP, Chief Finan | cial Officer | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Filing | g (Check Applicable | | | |
| COPPELL | TX | 75019 | | X | Form filed by One Rep | orting Person | | | |
| | | | — | | Form filed by More tha Person | n One Reporting | | | |
| (City) | (State) | (Zip) | | | | | | | |
| | | Table I - Non-D | erivative Securities Acquired, Disposed of, or Bene | ficially C | Owned | | | | |

| 1. Title of Security (Instr. 3) | Date (Month/Day/Year) | if any 🤺 | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following | (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------|----------|------|---|--|---------------|-------|--|-----------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (1130.4) |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | 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 Securities Underlying Derivative Security (Instr. 3 and | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially | 10. Ownership Form: Direct (D) | 11. Nature of Indirect Beneficial Ownership |
|---|---|--|---|------------------------------|---|--|-----|--|------------|---|------------------------------|---|--|---|--|
| | Derivative Security | | | | | | | Date | Expiration | | | | Owned Following Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) | (Instr. 4) |
| Units | (1) | 12/31/2019 | | Code A | V | (A) 137.85 ⁽²⁾ | (D) | (1) | (1) | Title Common Stock | Shares 137.85 ⁽²⁾ | \$90.68 ⁽³⁾ | 11,155.92 | 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 \$90.68, 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

01/03/2020

** Signature of Reporting Person Date

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.

Check this box if no longer subject to Section 16. Form 4 or Form 5