SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

hours per response:	0.5
Estimated average burden	

1. Name and Address of Reporting Person [*] BOYNTON PAUL G			2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]		tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner	
(Last) 1801 BAYBERF		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2019		Officer (give title below)	Other (specify below)	
P.O. BOX 18100			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable		
(Street)				х	Form filed by One Report	ting Person	
RICHMOND	VA	23226			Form filed by More than C Person	One Reporting	
(City)	(State)	(Zip)					

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Brink's Units (DSAP)	(1)	06/03/2019		A		8.67 ⁽²⁾		(1)	(1)	Common Stock	8.67(2)	\$78.45	4,542.74	D	
Units	(3)	06/03/2019		A		3.93 ⁽⁴⁾		(3)	(3)	Common Stock	3.93 ⁽⁴⁾	\$78.89 ⁽⁵⁾	2,071.66	D	

Explanation of Responses:

1. Under the terms of the Directors' Stock Accumulation Plan (the "DSAP"), the Reporting Person will be entitled to receive a distribution in The Brink's Company (the "Company") common stock in respect of all Brink's Units in the Reporting Person's account on a one-for-one basis following the Reporting Person's termination of service as a director.

2. In accordance with the terms of the DSAP, Brink's Units (each of which is the economic equivalent of one share of the Company's common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to the Company's common stock. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$78.45 which is the average trading price of the Company's common stock on June 3, 2019, calculated in accordance with the terms of the DSAP.

3. 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 equity account under the Plan for Deferral of Directors' Fees (the "Plan") 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 service from the Board of Directors or (2) on a future date selected by the Reporting Person at the time of his or her deferral election.

4. In accordance with the terms of the Plan, Units (each of which is the economic equivalent of one share of BCO common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to BCO common stock.

5. The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$78.89, which is the closing price of BCO common stock on June 3, 2019, calculated in accordance with the terms of the Plan.

Remarks:

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

06/04/2019

** 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.

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned hereby authorizes, designates and appoints Dana C. O'Brien, Lindsay K. Blackwood and Linda M. MacNally, and each of them, his true and lawful attorney-in-fact and agent to sign and file with the Securities and Exchange Commission on his behalf with respect to the ownership of, or transactions in, securities of The Brink's Company, any report, statement or form (including Form 3, Form 4 and Form 5, and any amendments thereto), and to do any and all acts and things for purposes of complying with Section 16 of the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission thereunder; and the undersigned does hereby ratify and confirm all that each of said attorneys shall do or cause to be done by virtue hereof.

The authorization contained herein shall continue in effect until revoked in writing or without notice upon termination of the attorney-in-fact and agent's employment with The Brink's Company and any affiliate thereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of May 2, 2019.

/s/ Paul G. Boynton

Paul G. Boynton