

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 8, 2007**

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**THE BRINK'S COMPANY**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-9148**  
(Commission File Number)

**54-1317776**  
(IRS Employer  
Identification No.)

**1801 Bayberry Court  
P. O. Box 18100  
Richmond, VA 23226-8100**  
(Address and zip code of principal executive offices)

**Registrant's telephone number, including area code: (804) 289-9600**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting materials pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 8, 2007, The Brink's Company (the "Company") and Pirate Capital LLC ("Pirate") entered into a letter agreement (the "Letter Agreement") pursuant to which Thomas R. Hudson Jr., sole owner and Managing Member of Pirate, will be appointed to the Company's Board of Directors (the "Board") at the next regularly scheduled Board meeting in February 2007 and will be nominated and recommended by the Board for election as a director of the Company at the Company's 2007 Annual Meeting of Shareholders. Mr. Hudson will also be appointed to the Strategy Committee, the Finance and Pension Committee and the Executive Committee.

Pursuant to the Letter Agreement, Pirate has agreed to withdraw its previously submitted shareholder proposals for the Company's 2007 Annual Meeting of Shareholders. In addition, Pirate has agreed that, through the earlier of June 1, 2008 and the close of the Company's 2008 Annual Shareholders Meeting, it will not seek the election of any person to the Board or submit any shareholder proposal with respect to the Company or otherwise conduct a proxy solicitation or other campaign concerning the election or removal of directors of the Company or shareholder proposals with respect to the Company.

A copy of the Letter Agreement is attached as Exhibit 99.1 hereto.

Mr. Hudson, upon election to the Board, will be eligible to participate in the non-employee director compensation arrangements described in the Company's 2006 proxy statement.

In connection with the foregoing, the Company issued a press release which is attached as Exhibit 99.2 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Letter Agreement between the Company and Pirate dated as of February 8, 2007.

99.2 Press Release dated February 8, 2007.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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

Date: February 9, 2007

By: /s/ Austin F. Reed

Austin F. Reed

Vice President, General Counsel and Secretary

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**EXHIBIT INDEX**

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
99.1	Letter Agreement between the Company and Pirate dated as of February 8, 2007.
99.2	Press Release dated February 8, 2007.

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

February 8, 2007

Pirate Capital LLC, on behalf of itself and its affiliates,  
200 Connecticut Avenue, 4th Floor  
Norwalk, Connecticut 06854

Letter Agreement

Pirate Capital LLC, on behalf of itself and its affiliates ("Pirate Capital"), has previously publicly proposed, among other things, that (a) shareholders of The Brink's Company ("Brink's") vote to recommend that Brink's retain an investment bank to examine its strategic alternatives (the "Strategic Alternative Proposal") and (b) two Pirate Capital nominees be elected to the Board of Directors of Brink's (the "Board") at Brink's' 2007 annual meeting of the shareholders (the "2007 Shareholders Meeting") (the "Board Representation Proposal") and, together with the Strategic Alternative Proposal, the "Pirate Capital Proposals").

In accordance with our recent discussions, this letter agreement sets forth certain understandings among the parties in connection with the Pirate Capital Proposals and related matters.

In connection with the foregoing, the parties agree as follows:

1. Pirate Capital agrees that:

(a) within one business day of the date of this letter agreement, it will publicly withdraw the Pirate Capital Proposals; and

(b) until the earlier of June 1, 2008 and the close of Brink's 2008 annual meeting of shareholders, neither it nor any of its affiliates will (i) except as contemplated by item 2 below, seek election of, or seek to place, any person (other than a person approved by the Board) on the Board or seek the removal of any member of the Board, (ii) initiate, propose or otherwise solicit shareholders for the approval of any shareholder proposals with respect to Brink's, (iii) make, or in any way participate in, any "solicitation" of "proxies" to vote (as such terms are defined under the Exchange Act) or solicit any consent or communicate with, or seek to advise or influence, any person with respect to the voting of any voting securities in connection with the election of any person to, or removal of any member of, the Board or any shareholder proposal, (iv) request that Brink's amend, waive or otherwise modify this paragraph (including this clause) or disclose a plan or intention inconsistent with the foregoing or (v) advise, assist, induce or encourage, or enter into any discussions, negotiations, agreements (including voting agreements) or arrangements with, any other person with

respect to, or to do, any of the foregoing; provided that nothing in this paragraph shall prohibit communications among Pirate Capital and its affiliates. Pirate Capital agrees that it will be responsible for any breach of this provision by any of its affiliates.

2. Brink's agrees that:

(a) at the next regularly scheduled Board meeting in February 2007, the Board will appoint Thomas R. Hudson Jr. ("Mr. Hudson") as a director of Brink's;

(b) as part of the Board's proposals for the 2007 Shareholders Meeting, it will nominate and recommend Mr. Hudson as a director of Brink's for a three-year term expiring in 2010;

(c) it will appoint Mr. Hudson as a member of the Strategy Committee, the Pension and Finance Committee and the Executive Committee; and

(d) it will reimburse to Pirate Capital an amount equal to Pirate Capital's actual out-of-pocket expenses incurred (a) prior to the date of this letter agreement in connection with the Pirate Capital Proposals, the preparation and negotiation of this letter agreement and the preparation and filing of amendment number 5 to Mr. Hudson's and Pirate Capital's joint Schedule 13D reporting the entry into this letter agreement and the related filing under Rule 14a-12 (the "SEC Filings") and (b) after the date of this letter agreement in connection with the preparation and filing of the SEC Filings.

3. For purposes of this letter agreement, the following terms have the meanings specified below:

"affiliate" has the meaning given to such term in Rule 12b-2 under the Exchange Act; provided that any fund or other investment vehicle that is managed, controlled or sponsored by any person shall be deemed an affiliate of such person.

"Exchange Act" means the United States Securities Exchange Act of 1934, as amended.

"person" means any natural person, corporation, limited liability company, partnership, trust, joint venture, association, company or other entity.

"voting securities" means any securities of Brink's entitled to vote generally in the election of directors of Brink's or any direct or indirect rights to acquire any such securities or any securities convertible or exchangeable for such securities.

4. Each party hereto represents that this letter agreement has been duly authorized and approved by all necessary actions.

5. This letter agreement shall not be assignable by either party hereto without the prior written consent of the other party (and any purported assignment without such consent shall be null and void), is intended to be solely for the benefit of the parties

hereto and is not intended to confer any benefits upon, or create any rights in favor of, any person other than the parties hereto. This letter agreement may not be amended or waived except by an instrument in writing signed by each of the parties hereto. This letter agreement may be executed in any number of counterparts, each of which shall be an original, and all of which, when taken together, shall constitute one agreement. This letter agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

If the foregoing correctly sets forth our agreement, please indicate your acceptance of the terms hereof by returning to Brink's an executed counterpart hereof.

Very truly yours,

THE BRINK'S COMPANY,

by /s/ Michael T. Dan

Name: Michael T. Dan

Title: President and Chief Executive Officer

Accepted and agreed as of the date first above written:

PIRATE CAPITAL LLC, on behalf of itself and its affiliates,

by /s/ Thomas R. Hudson Jr.

Name: Thomas R. Hudson Jr.

Title: Manager



**PRESS RELEASE**

The Brink's Company  
1801 Bayberry Court  
P.O. Box 18100

Richmond, VA 23226-8100 USA  
Tel. 804.289.9600  
Fax 804.289.9758

**FOR IMMEDIATE RELEASE**

Contact:  
Investor Relations  
804.289.9709

**THE BRINK'S COMPANY AND PIRATE CAPITAL LLC REACH AGREEMENT  
Thomas R. Hudson Jr. to Join Board of Directors; Pirate Capital to Withdraw Proposals**

**RICHMOND, Va., February 8, 2007** — The Brink's Company (NYSE:BCO), a global provider of security and risk management services, and Pirate Capital LLC announced today that they have reached an agreement. As part of the agreement, Thomas R. Hudson Jr., managing member of Pirate Capital, will join the Brink's board of directors at its upcoming February meeting. Hudson will serve on the board's strategy, pension and finance, and executive committees. Pirate Capital owns approximately 8.5% of the outstanding common stock of Brink's.

Michael T. Dan, chairman, president and chief executive officer of The Brink's Company, said: "We welcome Mr. Hudson to the board and look forward to his contribution to the continued creation of additional value for all of our shareholders."

The Brink's Company and Pirate Capital have agreed that the Brink's board will nominate and recommend the election of Hudson in May 2007 for a three-year term as director. Under the agreement, Pirate Capital will withdraw its proxy contest and shareholder proposal for this year's annual meeting. Pirate Capital has also agreed that, through the close of the Brink's 2008 annual shareholders meeting, it will not seek the election of any person to the board or submit any shareholder proposal or otherwise conduct a proxy solicitation or other campaign concerning the election or removal of directors or shareholder proposals.

Thomas R. Hudson Jr., said: "I am very pleased with the board's decision to extend a directorship and avoid a proxy contest. I look forward to joining the board and contributing to the further creation of value for all shareholders."

Since 2002, Hudson has been the managing member of Pirate Capital LLC, an investment manager with assets in excess of \$1.0 billion under management. From 1999 to 2001, he served as a managing director at Amroc Investments, LLC, where he directed all distressed research and managed the bank loan trading desk. Prior to that, from 1997 to 1999, Hudson served as a vice president and portfolio manager at Goldman, Sachs & Co., where he was responsible for investing and trading a \$500 million portfolio of distressed domestic and international private assets. Hudson currently serves as a director of Cornell Companies, Inc., PW Eagle, Inc., The Allied Defense Group, Inc., and PEP Boys - Manny, Moe & Jack.

#### **About The Brink's Company**

The Brink's Company (NYSE:BCO) is a global leader in security-related services that operates two businesses: Brink's, Incorporated and Brink's Home Security. Brink's, Incorporated is the world's premier provider of secure transportation and cash management services. Brink's Home Security is one of the largest and most successful residential alarm companies in North America. For more information, please visit The Brink's Company website at <http://www.brinkscompany.com/> or call toll free 877-275-7488.

#### **About Pirate Capital**

Pirate Capital serves as the investment advisor to four event-driven hedge funds: Jolly Roger Fund LP, Jolly Roger Offshore Fund LTD, Jolly Roger Activist Fund LP and Jolly Roger Activist Fund LTD. Assets under management by Pirate are in excess of \$1.0 billion. Pirate Capital is registered with the Securities and Exchange Commission (SEC) as an investment advisor under the Investment Advisors Act of 1940.

#### **Important Information**

In connection with its 2007 annual meeting of shareholders, The Brink's Company plans to file with the SEC and mail to its shareholders eligible to vote at the 2007 annual meeting of shareholders a definitive proxy statement. THE COMPANY ADVISES ITS SECURITY HOLDERS TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS FOR THE 2007 ANNUAL MEETING OF SHAREHOLDERS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Security holders may obtain a free copy of the definitive proxy statement and other documents that the company files with the SEC at the SEC's website at <http://www.sec.gov>. The definitive proxy statement and these other documents may also be obtained free of charge from The Brink's Company upon request by contacting the Corporate Secretary at 1801 Bayberry Court, P. O. Box 18100, Richmond, Virginia 23226-8100. This communication is not a solicitation of a proxy from any security holder of The Brink's Company.

#### **Certain Information Regarding Participants**

The Brink's Company, its directors and named executive officers may be deemed to be participants in the solicitation of proxies from the company's security holders in connection with its 2007 annual meeting of shareholders. Security holders may obtain information regarding the names, affiliations and interests of such individuals in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and its definitive proxy statement dated March 24, 2006, each of which has been filed with the SEC.

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Additional information regarding such individuals will be included in the definitive proxy statement for the 2007 annual meeting of shareholders. To the extent holdings of the company's securities have changed from the amounts included in the definitive proxy statement dated March 24, 2006, such changes have been reflected on Forms 4 and 5 filed with the SEC and will be reflected in the definitive proxy statement for the 2007 annual meeting of shareholders.