

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)

**The Brink's Company 2005 Equity Incentive Plan  
Non-Employee Directors' Stock Option Plan**  
(Full title of the plan)

McAlister C. Marshall, II, 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)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b2 of the Exchange Act.

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o (Do not check if a smaller reporting company)

Smaller reporting company  o

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee <sup>(2)</sup>
Common Stock, par value \$1.00 per share	1,288,887 Shares	\$26.60	\$ 34,284,394	\$ 1,914
Common Stock, par value \$1.00 per share	1,098 Shares	\$26.60	\$ 29,207	\$ 2

(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 \$26.60 per share, which was the average of the high and low prices of the Common Stock on the New York Stock Exchange on March 25, 2009.

## REGISTRATION OF ADDITIONAL SECURITIES

The Brink's Company (the "Company") is hereby registering 1,288,887 additional shares of its common stock, par value \$1.00 per share (the "Common Stock"), for issuance under The Brink's Company 2005 Equity Incentive Plan (the "2005 Equity Plan"). The registration statement on Form S-8 (Registration No. 333-133073, the "Prior 2005 Equity Plan Registration Statement"), as filed with the Securities and Exchange Commission on April 7, 2006, relating to the same class of securities and the same benefit plan is currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior 2005 Equity Plan Registration Statement, to the extent they relate to the 2005 Equity Plan and the shares of Common Stock issuable thereunder, are incorporated herein by reference.

In addition, the Company is hereby registering 1,098 additional shares of Common Stock, for issuance under The Brink's Company Non-Employee Directors' Stock Option Plan (the "Directors' Option Plan"). The registration statement on Form S-8 (Registration No. 333-70772, the "Prior Directors' Option Plan Registration Statement"), as filed with the Securities and Exchange Commission on October 2, 2001, relating to the same class of securities and the same benefit plan is currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior Directors' Option Plan Registration Statement, to the extent they relate to the Directors' Option Plan 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 McAlister C. Marshall, II, Esq., Vice President, General Counsel and Secretary of the Company. Mr. Marshall beneficially owns 880 shares of the Common Stock and he holds options to purchase Common Stock and units representing Common Stock.

### **Item 8. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
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 November 20, 2007 (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 March 10, 2009 (File No. 1-9148)).
4.3	2005 Equity Incentive Plan, as amended and restated effective November 14, 2008 (incorporated herein by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (File No. 1-9148)).
4.4	Non-Employee Directors' Stock Option Plan, as amended and restated as of July 8, 2005 (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 1-9148)).
5.1	Opinion of McAlister C. Marshall, II, Esq., regarding Common Stock.
23.1	Consent of McAlister C. Marshall, II, Esq. (included in the opinion filed as Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Powers of Attorney.

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## 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 30th day of March, 2009.

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

By: /s/ McAlister C. Marshall, II

Name: McAlister C. Marshall, II

Title: Vice President, General Counsel and Secretary

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## 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)	March 30, 2009
<u>/s/ Michael J. Cazer</u> Michael J. Cazer	Vice President and Chief Financial Officer (Principal Financial Officer)	March 30, 2009
<u>/s/ Matthew A.P. Schumacher</u> Matthew A.P. Schumacher	Controller (Principal Accounting Officer)	March 30, 2009
<u>                  *</u> Roger G. Ackerman	Director	March 30, 2009
<u>                  *</u> Betty C. Alewine	Director	March 30, 2009
<u>                  *</u> James R. Barker	Director	March 30, 2009
<u>                  *</u> Marc C. Breslawsky	Director	March 30, 2009
<u>                  *</u> Michael J. Herling	Director	March 30, 2009
<u>                  *</u> Thomas R. Hudson Jr.	Director	March 30, 2009
<u>                  *</u> Murray D. Martin	Director	March 30, 2009
<u>                  </u> Thomas C. Schievelbein	Director	
<u>                  *</u> Robert J. Strang	Director	March 30, 2009
<u>                  *</u> Ronald L. Turner	Director	March 30, 2009

\* By: /s/ Michael T. Dan  
Michael T. Dan, Attorney-in-Fact

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## EXHIBIT INDEX

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5.1	Opinion of McAlister C. Marshall, II, Esq., regarding Common Stock.
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24.1	Powers of Attorney.

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[LETTERHEAD OF McALISTER C. MARSHALL, II]

March 30, 2009

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

Registration Statement on Form S-8  
The Brink's Company 2005 Equity Incentive Plan  
and Non-Employee Directors' Stock Option Plan

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 Brink's Company 2005 Equity Incentive Plan (the "2005 Equity Plan") and Non-Employee Directors' Stock Option Plan (the "Directors' Option Plan") being filed under the Securities Act of 1933, as amended (the "Act"), on or about the date of this letter, to register 1,288,887 additional shares of the Company's common stock, par value \$1.00 per share, which may be issued from time to time pursuant to the 2005 Equity Plan, and 1,098 shares of the Company's common stock, par value \$1.00 per share, which may be issued from time to time pursuant to the Directors' Option Plan (collectively, the "Common Stock").

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.
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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.

Sincerely,

/s/ McAlister C. Marshall, II

McAlister C. Marshall, II  
General Counsel

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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
The Brink's Company:

We consent to use of our reports dated March 2, 2009, with respect to the consolidated balance sheets of The Brink's Company and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of income, comprehensive income (loss), shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2008, and the effectiveness of internal control over financial reporting as of December 31, 2008, which reports appear in the December 31, 2008 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 Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, effective January 1, 2007, Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, effective 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*, effective December 31, 2006.

/s/ KPMG LLP

Richmond, Virginia  
March 27, 2009

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer, 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (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 22<sup>nd</sup> day of January, 2009.

/s/ Roger G. Ackerman  
Roger G. Ackerman

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer, and each of them (with full power of substitution), her 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (the "Form S-8"), including specifically, but without limitation, power and authority to sign her 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 30<sup>th</sup> day of January, 2009.

/s/ Betty C. Alewine  
Betty C. Alewine

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (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 22<sup>nd</sup> day of January, 2009.

/s/ James R. Barker  
James R. Barker

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer, 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (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 17<sup>th</sup> day of January, 2009.

/s/ Marc C. Breslawsky  
Marc C. Breslawsky

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer, 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (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 20<sup>th</sup> day of January, 2009.

/s/ Michael J. Herling  
Michael J. Herling

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer, 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (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 21<sup>st</sup> day of January, 2009.

/s/ Thomas R. Hudson Jr.  
Thomas R. Hudson Jr.

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer, 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (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 18<sup>th</sup> day of January, 2009.

/s/ Murray D. Martin  
Murray D. Martin

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, McAlister C. Marshall, II and Michael J. Cazer, 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 Brink's Company 2005 Equity Incentive Plan and the Non-Employee Directors' Stock Option Plan (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 20<sup>th</sup> day of January, 2009.

/s/ Robert J. Strang  
Robert J. Strang

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POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 21<sup>st</sup> day of January, 2009.

/s/ Ronald L. Turner  
Ronald L. Turner

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