

**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 including zip code of Principal Executive Offices)

**THE BRINK'S COMPANY EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plan)

**McAlister C. Marshall, II  
General Counsel  
The Brink's Company  
1801 Bayberry Court  
P.O. Box 18100  
Richmond, Virginia 23226-8100  
(804) 289-9600**

(Name, address 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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company) Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$1.00 per share	250,000 (1)	\$70.81 (2)	\$17,703,125.00 (2)	\$2,204.04 (2)

- (1) This Registration Statement on Form S-8 covers shares of common stock, par value \$1.00 per share (the "Common Stock") of The Brink's Company (the "Company" or the "Registrant") (i) issuable pursuant to The Brink's Company Employee Stock Purchase Plan (the "Plan") or (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "1933 Act"), any additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated pursuant to Rules 457(h) and 457(c) under the 1933 Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices of the securities being registered hereby on the New York Stock Exchange on May 17, 2018.

## **PART I**

### **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of the Registration Statement on Form S-8 (the "Registration Statement") is omitted from this filing in accordance with the provisions of Rule 428 under the 1933 Act and the introductory note to Part I of the Registration Statement. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this registration statement as required by Rule 428(b)(1).

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Registrant pursuant to the 1933 Act and the Securities Exchange Act of 1934, as amended (the "1934 Act"), are incorporated herein by reference, to the extent that such documents are considered filed with the Commission:

- (1) The Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 2017.
- (2) All reports filed pursuant to Section 13(a) or 15(d) of the 1934 Act since December 31, 2017.

(3) The description of the Registrant's common stock, attached as Exhibit 1 to the Registrant's Registration Statement on Form 8-A filed with the Commission as of December 4, 1995, including any amendment thereto or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents, to the extent such documents are considered filed with the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

Certain legal matters with respect to the validity of the shares of common stock registered hereby will be passed upon for the Company by McAlister C. Marshall, II, Esq., who is employed by the Company as Senior Vice President, General Counsel and Chief Administrative Officer. Mr. Marshall beneficially owns shares of Common Stock and he holds options to purchase Common Stock and units representing Common Stock. Mr. Marshall is eligible to participate in the Plan.

#### **Item 6. Indemnification of Directors and Officers.**

Under the Virginia Stock Corporation Act, unless otherwise required by its Amended and Restated Articles of Incorporation, the Company is required to indemnify a director or officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the Company against reasonable expenses incurred in connection with the proceeding. Such Act also authorizes Virginia corporations to provide additional indemnification in certain specified instances. Accordingly, Article VIII of the Amended and Restated Articles of Incorporation of the Company provides that each officer, director or employee of the Company shall be entitled to indemnity, including indemnity with respect to a proceeding by or in the right of the Company, to the fullest extent required or permitted under the provisions of the Virginia Stock Corporation Act as in effect from time to time, except for an indemnity against willful misconduct or a knowing violation of the criminal law. Furthermore, the Company is required to promptly pay for or reimburse the reasonable expenses, including attorneys' fees, incurred by an officer, director or employee of the Company in connection with any proceeding (whether or not made a party) arising from his or her status as such officer, director or employee, in advance of final disposition of any such proceeding upon receipt by the Company from such officer, director or employee of (a) a written statement of good faith belief that he or she is entitled to indemnity by the Company and (b) a written undertaking, executed personally or on his or her behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he or she did not meet the applicable standard of conduct.

Certain officers of the Company have indemnification contracts with the Company. The contracts provide indemnification to the same extent as the Company's Amended and Restated Articles of Incorporation and provide for the advancement of attorneys' fees. The Company also has directors' and officers' insurance which protects each director and officer from liability for actions taken in their capacity as directors or officers.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See Exhibit Index.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the 1933 Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to The Brink's Company Employee Stock Purchase Plan not previously disclosed in this registration statement or any material change to such information in this registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the 1934 Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the 1934 Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the 1933 Act, 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 City of Southlake, State of Texas, on the 22nd day of May, 2018.

**THE BRINK'S COMPANY**

By: /s/ Douglas A. Pertz  
Name: Douglas A. Pertz  
Title: President and Chief Executive Officer

Pursuant to the requirements of the 1933 Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas A. Pertz</u> Douglas A. Pertz	President and Chief Executive Officer (Principal Executive Officer)	May 22, 2018
<u>/s/ Ronald J. Domanico</u> Ronald J. Domanico	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 22, 2018
<u>/s/ Thomas R. Colan</u> Thomas R. Colan	Controller (Principal Accounting Officer)	May 22, 2018
* <u>Paul G. Boynton</u> *	Director	May 22, 2018
* <u>Ian D. Clough</u> *	Director	May 22, 2018
* <u>Susan E. Docherty</u> *	Director	May 22, 2018
* <u>Reginald D. Hedgebeth</u> *	Director	May 22, 2018
* <u>Dan R. Henry</u> *	Director	May 22, 2018
* <u>Michael J. Herling</u> *	Director	May 22, 2018
<u>George I. Stoeckert</u>		

\* By: /s/ Douglas A. Pertz  
 Douglas A. Pertz, Attorney-in-Fact

## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
4.1	<a href="#"><u>Second Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3(i) to the Registrant's Quarterly Report on Form 10-Q filed July 31, 2015)</u></a>
4.2	<a href="#"><u>Bylaws of the Registrant (incorporated herein by reference to Exhibit 3(ii) to the Registrant's Current Report on Form 8-K filed January 25, 2017)</u></a>
5.1	<a href="#"><u>Opinion of McAlister C. Marshall, II, Esq., General Counsel</u></a>
23.1	<a href="#"><u>Consent of Deloitte &amp; Touche LLP</u></a>
23.2	<a href="#"><u>Consent of KPMG LLP</u></a>
23.3	<a href="#"><u>Consent of McAlister C. Marshall, II, Esq., (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Powers of Attorney</u></a>
99.1	<a href="#"><u>The Brink's Company Employee Stock Purchase Plan (incorporated herein by reference to Appendix A to the Registrant's proxy statement dated March 19, 2018)</u></a>



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

**McAlister C. Marshall, II**  
Senior Vice President, General Counsel  
& Chief Administrative Officer

May 22, 2018

Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

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") being filed by the Company under the Securities Act of 1933, as amended, relating to the issuance of up to 250,000 shares of the Company's common stock, par value \$1.00 (the "Common Stock"), in connection with The Brink's Company Employee Stock Purchase Plan (the "Plan").

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 purposes 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; and
2. the shares of Common Stock have been duly authorized and, when issued in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of the opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/McAlister C. Marshall, II

McAlister C. Marshall, II



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2018, relating to the consolidated 2017 financial statements of The Brink's Company and subsidiaries (the "Company"), and of our report dated March 1, 2018 relating to internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting because of material weaknesses), appearing, in the Annual Report on Form 10-K of The Brink's Company for the year ended December 31, 2017.

/s/ DELOITTE & TOUCHE LLP

Richmond, Virginia

May 22, 2018

**Consent of Independent Registered Public Accounting Firm**

Board of Directors  
The Brink's Company:

We consent to the use of our report dated February 23, 2017 (except as to Notes 2 and 3, which are as of September 29, 2017), with respect to the consolidated balance sheet of The Brink's Company and subsidiaries as of December 31, 2016, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the two-year period ended December 31, 2016, incorporated by reference herein.

/s/ KPMG LLP

Richmond, Virginia  
May 22, 2018

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned does hereby constitute and appoint Douglas A. Pertz, Ronald J. Domanico and McAlister C. Marshall, II, 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 Employee Stock Purchase Plan and any amendments, including post-effective amendments, or supplements thereto (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 and any amendments, including post-effective amendments, or supplements 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 7th day of May, 2018.

/s/Paul G. Boynton

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Paul G. Boynton

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned does hereby constitute and appoint Douglas A. Pertz, Ronald J. Domanico and McAlister C. Marshall, II, 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 Employee Stock Purchase Plan and any amendments, including post-effective amendments, or supplements thereto (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 and any amendments, including post-effective amendments, or supplements 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 4th day of May, 2018.

/s/Ian D. Clough

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Ian D. Clough

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned does hereby constitute and appoint Douglas A. Pertz, Ronald J. Domanico and McAlister C. Marshall, II, 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 Employee Stock Purchase Plan and any amendments, including post-effective amendments, or supplements thereto (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 and any amendments, including post-effective amendments, or supplements 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 4th day of May, 2018.

/s/Susan E. Docherty

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Susan E. Docherty

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of May, 2018.

/s/Reginald D. Hedgebeth

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Reginald D. Hedgebeth

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned does hereby constitute and appoint Douglas A. Pertz, Ronald J. Domanico and McAlister C. Marshall, II, 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 Employee Stock Purchase Plan and any amendments, including post-effective amendments, or supplements thereto (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 and any amendments, including post-effective amendments, or supplements 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 4th day of May, 2018.

/s/Dan R. Henry

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Dan R. Henry

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned does hereby constitute and appoint Douglas A. Pertz, Ronald J. Domanico and McAlister C. Marshall, II, 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 Employee Stock Purchase Plan and any amendments, including post-effective amendments, or supplements thereto (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 and any amendments, including post-effective amendments, or supplements 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 4th day of May, 2018.

/s/Michael J. Herling

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Michael J. Herling



POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned does hereby constitute and appoint Douglas A. Pertz, Ronald J. Domanico and McAlister C. Marshall, II, 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 Employee Stock Purchase Plan and any amendments, including post-effective amendments, or supplements thereto (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 and any amendments, including post-effective amendments, or supplements 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 4th day of May, 2018.

/s/George I. Stoeckert

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George I. Stoeckert