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

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): May 13, 2009 (May 11, 2009)

THE BRINK'S COMPANY
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of incorporation)

001-09148
(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

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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 11, 2009, The Brink's Company (the "Company") issued a press release announcing that Michael J. Cazer, Vice President and Chief Financial Officer of the Company, will become President of Brink's Europe, Middle East and Africa, effective August 1, 2009. The Company also announced the hiring of Joseph Dziedzic, who, upon his pending appointment as such by the Company's Board of Directors, will succeed Mr. Cazer as Vice President and Chief Financial Officer of the Company, effective August 1, 2009. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On May 13, 2009, the Company, Brink's, Incorporated and Michael T. Dan amended Mr. Dan's employment agreement dated as of May 4, 1998, as amended as of March 8, 2002, March 8, 2006 and November 14, 2008 (as amended, the "Agreement"). The material terms of the amendment include (1) expansion of the definition of "Due Cause," (2) modification of the definition of "Constructive Termination" to provide that any material reduction of Mr. Dan's salary will not constitute "Constructive Termination" if such reduction is part of a broad-based salary reduction program for executives of the Company and (3) reduction of the payment, from three times to two times Mr. Dan's salary, bonus and benefits, to be made to Mr. Dan in the event his employment is terminated by the Company without Due Cause or he resigns after Constructive Termination. The amendment also extends the term of the Agreement to March 31, 2013 and updates Mr. Dan's salary to \$1,107,250, which was his annual base salary rate established on March 1, 2008.

This description of the amendment to Mr. Dan's Agreement is qualified in its entirety by reference to the amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Amendment No. 4 to Employment Agreement among The Brink's Company, Brink's, Incorporated and Michael T. Dan.

99.1 Press Release, dated May 11, 2009, issued by The Brink's Company.

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: May 13, 2009

By: /s/ McAlister C. Marshall, II
McAlister C. Marshall, II
Vice President and Secretary

EXHIBIT INDEX

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
10.1	Amendment No. 4 to Employment Agreement among The Brink's Company, Brink's, Incorporated and Michael T. Dan.
99.1	Press Release, dated May 11, 2009, issued by The Brink's Company.

AMENDMENT NO. 4

to

EMPLOYMENT AGREEMENT

dated May 4, 1998

by and between

The Brink's Company (the "Company"),
Brink's, Incorporated
and
Michael T. Dan (the "Executive")

WHEREAS, the Company, Brink's, Incorporated and the Executive entered into an employment agreement dated as of May 4, 1998, as amended as of March 8, 2002, March 8, 2006 and November 14, 2008 (the "Agreement").

WHEREAS, the Company, Brink's Incorporated and the Executive desire to amend the Agreement as set forth herein.

NOW, THEREFORE, the Agreement is hereby amended as follows:

1. The first sentence of the second paragraph of Section 1 of the Agreement is hereby amended by substituting the date "March 31, 2013" for the date "March 31, 2010".
2. The first sentence of Section 3(a) of the Agreement is hereby amended by substituting the phrase "one million, one hundred seven thousand two hundred fifty (\$1,107,250)" for the phrase "one million, thirty-three thousand five hundred (\$1,033,500)".
3. Section 4(b)(ii) of the Agreement is hereby amended by substituting the date "March 31, 2013" for the date "March 31, 2010".
4. The fourth sentence of Section 4(c) of the Agreement is hereby deleted in its entirety and replaced with the following language:

"The term 'Due Cause,' as used herein, shall mean (i) embezzlement, theft or misappropriation by the Executive of any property of the Company, (ii) the Executive's willful breach of any fiduciary duty to the Company, (iii) the Executive's willful failure or refusal to comply with laws or regulations applicable to the Company and its business or the policies of the Company governing the conduct of its employees, (iv) the Executive's gross

incompetence in the performance of the Executive's job duties, (v) commission by the Executive of a felony or of any crime involving moral turpitude, fraud or misrepresentation, (vi) the failure of the Executive to perform duties consistent with a commercially reasonable standard of care or (vii) any gross negligence or willful misconduct of the Executive resulting in a loss to the Company. ”

5. Clause (3) of the last sentence of Section 4(c) of the Agreement is hereby deleted in its entirety and replaced with the following language:

“delivery to the Executive of a Notice of Termination from the Board finding that, in the good faith opinion of three-quarters (3/4) or more of the Board, the Executive acted in a manner described in one or more of clauses (i) through (vii) of the definition of Due Cause above, and specifying the particulars thereof in detail.”

6. The second sentence of Section 4(d) of the Agreement is hereby amended by substituting the number “two” for the number “three” in each of the three instances in which the number “three” appears in such sentence.

7. Section 4(e)(i) of the Agreement is hereby amended by adding the following language at the end of such clause:

“; provided that any such reduction shall not constitute a material breach by the Company of this Agreement if such reduction is implemented as part of a broad-based salary reduction program for executives of the Company”

8. Except as set forth herein, all other terms and conditions of the Agreement shall remain in full force and effect.

THE BRINK'S COMPANY, by
< / f o n t >
/s/ Frank T. Lennon
Name: Frank T. Lennon
Title: Vice President and
Chief Administrative Officer

BRINK'S, INCORPORATED,
by
/s/ Frank T. Lennon
Name: Frank T. Lennon
Title: Vice President

/s/ Michael T. Dan
Michael T. Dan



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PRESS RELEASE

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804.289.9709

FOR IMMEDIATE RELEASE

THE BRINK'S COMPANY ANNOUNCES MANAGEMENT CHANGES

CFO Cazer Appointed President of Brink's EMEA

Dziedzic Hired as New CFO

RICHMOND, Va., May 11, 2009 – The Brink's Company (NYSE:BCO) today announced that Michael J. Cazer, the company's vice president and chief financial officer, will become president of Brink's Europe, Middle East and Africa (EMEA) effective August 1. The company also announced that Joseph Dziedzic will be appointed to replace Cazer as vice president and chief financial officer on August 1. To ensure a smooth transition, Dziedzic will join the company on May 25.

Cazer became chief financial officer of The Brink's Company in 2008 after a 20-year career at General Electric Company, where he served in a variety of leadership positions including chief financial officer of GE Security.

Dziedzic also spent 20 years at General Electric, most recently as chief financial officer of GE Aviation Services, one of the world's leading suppliers of aviation services. Dziedzic joined GE in 1989 and served in a variety of other financial roles, including chief financial officer of GE Plastics America. He earned a B.S. in economics from the University of Louisville.

Michael T. Dan, chairman, president and chief executive officer of The Brink's Company, said: "We are excited about having Mike assume responsibility for the

Brink's EMEA region, which is critical to the long-term growth of our company. We are equally excited that Joe has agreed to become part of the Brink's management team. I am confident that both of these leaders will support our continued success.”

About The Brink's Company

The Brink's Company (NYSE: BCO) is the world's premier provider of secure transportation and cash management services. For more information, please visit the Brink's website at <http://www.brinkscompany.com> or call toll free 877-275-7488.

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