

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

**POST-EFFECTIVE AMENDMENT  
TO  
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 401(k) Plan**

(Full title of the plan)

**McAlister C. Marshall, II, Esq.  
Vice President and General Counsel  
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

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

Accelerated filer

Smaller reporting company

## DEREGISTRATION OF SECURITIES

The Brink's Company (the "Company") registered 249,179 additional shares of its common stock, par value \$1.00 per share ("Common Stock"), for issuance under The Brink's Company 401(k) Plan (the "401(k) Plan") pursuant to a Registration Statement on Form S-8 (Registration No. 333-70766) filed with the Securities and Exchange Commission on October 2, 2001 (the "Registration Statement"). The 401(k) Plan has been amended to provide that employee salary deferral contributions may no longer be invested in the Company's securities. The Company is filing this Post-Effective Amendment to the Registration Statement to remove from registration all plan interests and all remaining unissued shares of Common Stock registered for issuance under the 401(k) Plan pursuant to the Registration Statement.

Accordingly, the Company hereby withdraws from registration under the Registration Statement all plan interests and any remaining unissued shares of Common Stock that have not been and will not be sold under the 401(k) Plan.

### **Item 8. Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia, on this 30th day of March, 2010.

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

By: /s/ McAlister C. Marshall, II  
Name: McAlister C. Marshall, II  
Title: Vice President

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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia, on this 30th day of March, 2010.

**THE BRINK'S COMPANY 401(k) PLAN**

**By: THE BRINK'S COMPANY  
(Plan Sponsor)**

By: /s/ McAlister C. Marshall, II  
Name: McAlister C. Marshall, II  
Title: Vice President

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the 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, 2010
<u>/s/ Joseph W. Dziedzic</u> Joseph W. Dziedzic	Vice President and Chief Financial Officer (Principal Financial Officer)	March 30, 2010
<u>/s/ Matthew A.P. Schumacher</u> Matthew A.P. Schumacher	Controller (Principal Accounting Officer)	March 30, 2010
<u>*</u> Roger G. Ackerman	Director	March 30, 2010
<u>*</u> Betty C. Alewine	Director	March 30, 2010
<u>*</u> Marc C. Breslawsky	Director	March 30, 2010
<u>*</u> Paul G. Boynton	Director	March 30, 2010
<u>*</u> Michael J. Herling	Director	March 30, 2010
<u>*</u> Thomas R. Hudson Jr.	Director	March 30, 2010
<u>*</u> Murray D. Martin	Director	March 30, 2010
<u>*</u> Thomas C. Schievelbein	Director	March 30, 2010
<u>*</u> Robert J. Strang	Director	March 30, 2010
<u>*</u> Ronald L. Turner	Director	March 30, 2010

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

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
24.1	Powers of Attorney.



## 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 Joseph W. Dziedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 19<sup>th</sup> day of February, 2010.

/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 Joseph W. Dziedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further post-effective amendments, or supplements thereto (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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 16<sup>th</sup> day of February, 2010.

/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 Joseph W. Dzedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 17<sup>th</sup> day of February, 2010.

/s/ Paul G. Boynton  
Paul G. Boynton

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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 Joseph W. Dzedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 19<sup>th</sup> day of February, 2010.

/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 Joseph W. Dzedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 19<sup>th</sup> day of February, 2010.

/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 Joseph W. Dzedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 18<sup>th</sup> day of February, 2010.

/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 Joseph W. Dzedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 19<sup>th</sup> day of February, 2010.

/s/ Murray D. Martin  
Murray D. Martin

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POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 19<sup>th</sup> day of February, 2010.

/s/ Thomas C. Schievelbein  
Thomas C. Schievelbein

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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 Joseph W. Dziedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 14<sup>th</sup> day of February, 2010.

/s/ Robert J. Strang  
Robert J. Strang

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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 Joseph W. Dzedzic, 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 by the Company of a post-effective amendment (the "Post-Effective Amendment") to the Registration Statement on Form S-8 relating to The Brink's Company 401(k) Plan and any further amendments, including further 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 Post-Effective Amendment and any further amendments to the Form S-8, including further 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 14<sup>th</sup> day of February, 2010.

/s/ Ronald L. Turner  
Ronald L. Turner

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