

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT
(under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934)

(Amendment No. 2)

THE BRINK'S COMPANY

(Name of Subject Company (Issuer))

THE BRINK'S COMPANY

(Name of Filing Person (Offeror))

Common Stock, \$1.00 Par Value Per Share
(including the associated preferred stock purchase rights attached thereto)
(Title of Class of Securities)

109696104
(CUSIP Number of Class of Securities)

Austin F. Reed, Esq.
Vice President, General Counsel and Secretary
The Brink's Company
1801 Bayberry Court
Richmond, Virginia 23226-8100
(804) 289-9600
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications
on Behalf of the Person(s) Filing Statement)

Copies to:

Louanna O. Heuhsen, Esq.
David I. Meyers, Esq.
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$525,000,000	\$56,175

*Calculated solely for the purpose of determining the filing fee, based upon the purchase of 10,000,000 shares at \$52.50 per share.

**The amount of the filing fee was calculated at a rate of \$107.00 per \$1,000,000 of the transaction valuation. It was calculated by multiplying the transaction valuation by 0.000107.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$56,175	Filing Party:	The Brink's Company
Form or Registration No.:	SC TO-I	Date Filed:	March 9, 2006

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

<input type="checkbox"/> third party tender offer subject to Rule 14d-1	<input type="checkbox"/> going-private transaction subject to Rule 13e-3
<input type="checkbox"/> issuer tender offer subject to Rule 13e-4	<input type="checkbox"/> amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 2 amends and supplements the issuer tender offer statement on Schedule TO originally filed by The Brink's Company, a Virginia corporation (the "Company"), on March 9, 2006, as amended and supplemented by Amendment No. 1 filed by the Company on March 22, 2006 (as amended and supplemented, the "Schedule TO"). The Schedule TO relates to the tender offer by the Company to purchase up to 10,000,000 shares of its common stock, \$1.00 par value per share, including the associated preferred stock purchase rights issued pursuant to the Amended and Restated Rights Agreement, dated September 1, 2003, between The Brink's Company and Computershare Trust Company, N.A. (formerly Equiserve Trust Company, N.A.), as Rights Agent (the "Shares"). The Company is offering to purchase the Shares at a price not greater than \$52.50 nor less than \$47.50 per Share, net to the seller in cash, without interest, as specified by the shareholders tendering their Shares. The Company's tender offer is made on the terms and subject to the conditions set forth in the Offer to Purchase, dated March 9, 2006 (the "Offer to Purchase"), and in the related Letter of Transmittal (or similar materials distributed to participants in the Company's 401(k) Plan or the BAX Global 401(k) Plan), which, as amended or supplemented from time to time, together constitute the tender offer, copies of which were previously filed as Exhibits (a)(1)(A), (a)(1)(B), (a)(1)(F) and (a)(1)(G), respectively, to the Schedule TO.

This Amendment No. 2 is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended.

The information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 2 by reference except that such information is hereby amended and supplemented to the extent specifically provided herein.

This Amendment No. 2 is filed to incorporate the press release dated April 7, 2006 that announced the preliminary results of the tender offer.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by inserting at the end thereof the following:

On April 7, 2006, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 5:00 p.m., New York City time, on Thursday, April 6, 2006. A copy of the press release is filed as Exhibit (a)(5)(C) to this Schedule TO and is incorporated herein by reference.

Item 12. Material to be Filed as Exhibits.

Item 12 of the Schedule TO is hereby amended by adding the following exhibit:

(a)(5)(C) Press Release issued by the Company, dated April 7, 2006.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

THE BRINK'S COMPANY

By: /S/ Robert T. Ritter
Robert T. Ritter
Vice President and Chief Financial Officer

Dated: April 7, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)*	Offer to Purchase, dated March 9, 2006.
(a)(1)(B)*	Letter of Transmittal.
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Letter to Participants in The Brink's Company 401(k) Plan, dated March 9, 2006.
(a)(1)(G)*	Letter to Participants in the BAX Global 401(k) Plan, dated March 9, 2006.
(a)(1)(H)*	Letter to Holders of Unexchanged Shares of Pittston BAX Common Stock and Pittston Minerals Group Common Stock
(a)(1)(I)*	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(2)-(4)	Not applicable.
(a)(5)(A)*	Press Release issued by the Company, dated March 9, 2006.
(a)(5)(B)*	Summary Advertisement, dated March 9, 2006.
(a)(5)(C)	Press Release issued by the Company, dated April 7, 2006.
(b)	Not applicable.
(d)(1)*	Amended and Restated Rights Agreement, dated as of September 1, 2003, by and between the Company and Computershare Trust Company, N.A. (formerly Equiserve Trust Company, N.A.), as Rights Agent (filed as Exhibit 1 to Amendment No. 4 to the Registration Statement on Form 8-A, filed October 9, 2003, as amended, and incorporated herein by reference).
(d)(2)*	\$400,000,000 Credit Agreement among The Brink's Company, as Parent Borrower, the Subsidiary Borrowers referred to therein, certain of Parent Borrower's Subsidiaries, as Guarantors, Various Lenders, Barclays Bank plc, as Co-Arranger and Documentation Agent, Bank of America, N.A., as Syndication Agent, Banc of America Securities LLC, as Co-Arranger, Scotiabanc Inc. and Wachovia Bank, National Association, as Co-Arrangers and Syndication Agents, JPMorgan Chase Bank, as Administrative Agent, and J.P. Morgan Securities Inc., as Sole Lead Arranger and Bookrunner, dated as of October 15, 2004 (filed as Exhibit 99.1 to the Current Report on Form 8-K filed October 18, 2004 and incorporated herein by reference).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed



PRESS RELEASE

The Brink's Company
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Richmond, VA 23226-8100 USA
Tel. 804.289.9600
Fax 804.289.9758

Contact:
Investor Relations
804.289.9709

FOR IMMEDIATE RELEASE

**THE BRINK'S COMPANY ANNOUNCES PRELIMINARY
RESULTS OF SELF-TENDER OFFER**

RICHMOND, Va., April 7, 2006 — The Brink's Company (NYSE:BCO), a global provider of security and risk management services, today announced the preliminary results of its "Dutch auction" self-tender offer. The company expects to accept for payment an aggregate of 10,417,217 shares of its common stock at a purchase price of \$51.20 per share. These shares represent approximately 17.7 percent of issued and outstanding shares as of March 1, 2006. The self-tender offer expired at 5:00 p.m., New York City time, on Thursday April 6, 2006.

Based on the preliminary count by the depositary, an aggregate of 10,417,217 shares were properly tendered and not withdrawn at or below a price of \$51.20 per share, including 5,180,165 shares that were tendered through notice of guaranteed delivery. The shares expected to be purchased include the 10 million shares the company offered to purchase and 417,217 shares to be purchased pursuant to the company's right to purchase up to an additional two percent of the outstanding shares as of March 1, 2006, without extending the tender offer.

The results announced today are preliminary and subject to confirmation by the depositary of the proper delivery of the shares validly tendered and not withdrawn. Final results will be announced following the completion of the

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confirmation process. Payment for the shares accepted for purchase, and the return of all shares tendered and not accepted for purchase, will occur promptly thereafter.

The self-tender offer was made pursuant to an Offer to Purchase and Letter of Transmittal, each dated March 9, 2006, in which The Brink's Company offered to purchase up to 10 million shares at a price not greater than \$52.50 and not less than \$47.50 per share, filed with the Securities and Exchange Commission on March 9, 2006, as amended and supplemented.

The tender offer is part of The Brink's Company's previously announced intention to return between approximately \$400 million and \$600 million to holders of its common stock through share repurchases. Rule 13e-4(f) under the Securities Exchange Act of 1934, as amended, prohibits the company from purchasing any shares, other than in the tender offer, until at least 10 business days after the expiration of the tender offer. The Brink's Company previously announced that its board of directors approved a share repurchase program following 10 business days after the expiration of the tender offer that authorizes management to repurchase up to the difference between the aggregate dollar amount that is repurchased pursuant to the tender offer and \$600 million of its common stock, from time to time as market conditions warrant and covenants under existing agreements permit. After 10 business days following the expiration of the tender offer, the company may conduct its share repurchases in the open market, in privately negotiated transactions, through derivative transactions and through purchases made in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. The repurchase program does not require The Brink's Company to acquire any specific number of shares and may be terminated at any time.

The dealer manager for the self-tender offer is Morgan Stanley & Co. Incorporated. The information agent is Georgeson Shareholder Communications Inc., and the depositary is Computershare Trust Company, N.A. Any questions

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2

with regard to the tender offer may be directed to the information agent at (800) 509-1082.

About The Brink's Company

The Brink's Company (NYSE:BCO) is a global leader in security and risk management services and 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.

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