

BRINKS CO
Form DEF 14A
March 15, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

The Brink s Company

(Name of Registrant as Specified In Its Charter)

Edgar Filing: BRINKS CO - Form DEF 14A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Edgar Filing: BRINKS CO - Form DEF 14A

.. Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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

Michael T. Dan

Chairman,

President and Chief Executive Officer

March 15, 2010

To Our Shareholders:

You are cordially invited to attend the annual meeting of shareholders of The Brink s Company to be held at The Waldorf Astoria, 301 Park Avenue, New York, New York, on Friday, May 7, 2010, at 1:00 p.m., local time.

You will be asked to: (i) elect three directors for a term of three years; (ii) approve the amendment and restatement of the Key Employees Deferred Compensation Program; (iii) approve the material terms of the performance goals under the Management Performance Improvement Plan; (iv) approve the material terms of the performance goals under the 2005 Equity Incentive Plan; and (v) approve an independent registered public accounting firm for the fiscal year ending December 31, 2010.

It is important that you vote, and we urge you to complete, sign, date and return the enclosed proxy in the envelope provided.

Please note that this year, the rules that guide how brokers vote your stock have changed. Brokers may no longer vote your shares on the election of directors in the absence of your specific instructions as to how to vote. Whether or not you expect to attend the annual meeting in person, please complete, date and sign the enclosed proxy and return it in the enclosed envelope, which requires no additional postage if mailed in the United States.

We appreciate your prompt response and cooperation.

Sincerely,

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 7, 2010

Notice Is Hereby Given that the annual meeting of shareholders of THE BRINK S COMPANY will be held on May 7, 2010, at 1:00 p.m., local time, at The Waldorf Astoria, 301 Park Avenue, New York, New York, for the following purposes:

1. To elect as directors the three nominees to the Board of Directors named in the accompanying proxy statement, for terms expiring in 2013.
2. To approve the amendment and restatement of the Key Employees Deferred Compensation Program.
3. To approve the material terms of the performance goals under the Management Performance Improvement Plan.
4. To approve the material terms of the performance goals under the 2005 Equity Incentive Plan.
5. To approve the selection of KPMG LLP as an independent registered public accounting firm to audit the accounts of the Company and its subsidiaries for the fiscal year ending December 31, 2010.
6. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The close of business on March 5, 2010 has been fixed as the record date for determining the shareholders entitled to notice of and to vote at the annual meeting.

Please note that this year, the rules that guide how brokers vote your stock have changed. Brokers may no longer vote your shares on the election of directors in the absence of your specific instructions as to how to vote. Whether or not you expect to attend the annual meeting in person, please complete, date and sign the enclosed proxy and return it in the enclosed envelope, which requires no additional postage if mailed in the United States. We appreciate your prompt response.

Michael J. McCullough

Secretary

March 15, 2010

The Annual Report to Shareholders, including financial statements, is being mailed to shareholders of record as of the close of business on March 5, 2010, together with these proxy materials, commencing on or about March 19, 2010.

Important notice regarding the availability of proxy materials for the shareholder meeting to be held on May 7, 2010.

The proxy statement and annual report to shareholders are available at <http://www.brinkscompany.com/py/proxy10.pdf> and <http://www.brinkscompany.com/ar/Brinks09.pdf>.

YOUR VOTE IS IMPORTANT. PLEASE MARK, SIGN, DATE AND MAIL THE ENCLOSED PROXY CARD WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING. A RETURN ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE.

THE BRINK S COMPANY

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation by the Board of Directors of The Brink s Company (the Company) of proxies from holders of the Company s common stock (hereinafter Brink s Common Stock), to be voted at the annual meeting of shareholders to be held on May 7, 2010, at 1:00 p.m., local time, at The Waldorf Astoria, 301 Park Avenue, New York, New York (and at any adjournment or postponement thereof), for the purposes set forth in the accompanying notice of such meeting.

The close of business on March 5, 2010 has been fixed as the record date for determining the shareholders entitled to notice of and to vote at the annual meeting, and only shareholders of record at the close of business on that date will be entitled to vote at the meeting and any adjournment thereof. On March 5, 2010, the Company had outstanding 47,874,263 shares of Brink s Common Stock, the holders thereof being entitled to one vote per share on all matters that the Board of Directors knows will be presented for consideration at the annual meeting.

This proxy statement and the accompanying form of proxy and Annual Report to Shareholders are being mailed to shareholders of record as of the close of business on March 5, 2010, commencing on or about March 19, 2010. The mailing address of the principal executive office of the Company is 1801 Bayberry Court, P.O. Box 18100, Richmond, VA 23226-8100.

The election of directors, approval of the amendment and restatement of the Key Employees Deferred Compensation Program, approval of the material terms of the performance goals under the Management Performance Improvement Plan, approval of the material terms of the performance goals under the 2005 Equity Incentive Plan and the selection of an independent registered public accounting firm are the only matters that the Board of Directors knows will be presented for consideration at the annual meeting. The shares of Brink s Common Stock represented by proxies solicited by the Board of Directors will be voted in accordance with the recommendations of the Board of Directors on these matters unless otherwise specified in the proxy, and where the person solicited specifies a choice with respect to any matter to be acted upon, the shares of Brink s Common Stock will be voted in accordance with the specification so made. As to any other business that may properly come before the annual meeting, it is intended that proxies in the enclosed form will be voted in respect thereof in accordance with the judgment of the person voting the proxies.

The Company s bylaws provide that the chairman of the annual meeting will determine the order of business, the voting and other procedures to be observed at the annual meeting. The chairman is authorized to declare whether any business is properly brought before the annual meeting, and business not properly brought before the annual meeting will not be transacted.

The enclosed proxy is revocable at any time prior to its being voted by filing an instrument of revocation or a duly executed proxy bearing a later time. A proxy may also be revoked by attendance at the annual meeting and voting in person. Attendance at the annual meeting will not by itself constitute a revocation.

Votes cast by shareholders will be treated as confidential in accordance with a policy approved by the Board of Directors. Shareholder votes at the annual meeting will be tabulated by the Company s transfer agent, American Stock Transfer & Trust Company.

CORPORATE GOVERNANCE

Board of Directors

The Board of Directors has the responsibility for establishing broad corporate policies and for the overall performance of the Company, exercising its good faith business judgment of the best interests of the Company. Members of the Board are kept informed of the Company s business by various reports sent to them regularly, as well as by operating and financial reports made at Board and Committee meetings by the President and Chief Executive Officer and other officers and members of management. During 2009, the Board met eight times.

Board Leadership Structure and Role in Risk Oversight

Board Leadership Structure

The Board of Directors does not have a policy on whether or not the role of the Chief Executive Officer and Chairman should be separate or, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. Currently, the Company operates with one individual, Mr. Dan, serving as Chairman of the Board, President and Chief Executive Officer. Mr. Dan was elected by the Board as President and Chief Executive Officer in February 1998 and as Chairman of the Board as of January 1, 1999. Prior to his election as President and Chief Executive Officer of the Company, Mr. Dan served as President and Chief Executive Officer of Brinks, Incorporated beginning in 1993. The Board of Directors believes that because Mr. Dan has unique and extensive experience and understanding of the Company's business, as well as eleven years of experience serving on the Company's Board of Directors, he is well situated to lead and execute strategy and business plans to maximize shareholder value by having a combined role of Chairman of the Board, President and Chief Executive Officer.

In order to ensure that independent directors continue to play a leading role in the Company's governance, the Board of Directors established in 2006 the position of a Lead Director in the Company's Corporate Governance Policies. Mr. Martin currently serves as the Company's Lead Director. The Lead Director is elected by the independent directors and ensures that (i) the Board of Directors operates independently of management and (ii) directors and shareholders have an independent leadership contact. The Lead Director, who must satisfy the Company's independence standards, has the following specific roles and responsibilities:

preside over meetings of the non-management and independent Board members and, as appropriate, provide prompt feedback to the Chief Executive Officer and Chairman;

together with the Chief Executive Officer and Chairman, and with input from the non-management and independent Board members, prepare the Board's agenda;

serve as a point of contact between non-management and independent Board members and the Chief Executive Officer and Chairman to report or raise matters;

call executive sessions of the Board or of the non-management and independent Board members;

serve as a sounding board and mentor to the Chief Executive Officer and Chairman;

take the lead in assuring that the Board carries out its responsibilities in circumstances where the Chief Executive Officer and Chairman is incapacitated or otherwise unable to act; and

consult with the Chairman of the Compensation and Benefits Committee to provide performance feedback and compensation information to the Chief Executive Officer and Chairman.

The Board of Directors also has five standing committees: the Audit and Ethics Committee (the Audit Committee), the Compensation and Benefits Committee (the Compensation Committee), the Corporate Governance and Nominating Committee (the Corporate Governance Committee), the Finance Committee and the Executive Committee. Each committee has a separate chairperson and each of the Audit, Compensation and Corporate Governance Committees are comprised solely of independent directors.

As part of the Board of Directors' annual assessment process, the Board of Directors evaluates the Company's board and committee structure to ensure that it remains appropriate for the Company. The Board of Directors recognizes that there may be circumstances in the future that would lead it to separate the roles of Chief Executive Officer and Chairman of the Board, but believes that the absence of a policy requiring either the separation or combination of the roles of Chairman and Chief Executive Officer provides the Board of Directors with the flexibility to determine the best leadership structure for the Company.

Board of Directors Role in Risk Oversight

The Company's Board of Directors is responsible for the Company's risk oversight. Management is responsible for the Company's risk management, including providing oversight and monitoring to ensure Company policies are carried out and processes are executed in accordance with the Company's performance goals and risk tolerances. In carrying out its risk oversight function, the Board of Directors has four standing committees: Audit, Compensation, Corporate Governance and Finance, that are each responsible for risk oversight within such committee's area of responsibility and regularly report to the Board of Directors.

The Company's Audit Committee charter provides that the Audit Committee is responsible for discussing with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. As part of its responsibilities, the Audit Committee oversees the Company's financial policies, including financial risk management. Management holds regular meetings that identify, discuss and assess financial risk from current macro-economic, industry and company specific perspectives. As part of its regular reporting process, management reports and reviews with the Audit Committee the Company's material financial risks, including (i) proposed Risk Factor and other public disclosures, and (ii) mitigation strategies and the Company's internal controls over financial reporting. The Audit Committee also engages in regular periodic discussions with the Chief Financial Officer and other members of management regarding risks as appropriate.

Each of the other committees of the Board of Directors considers risks within its areas of responsibility as follows. The Compensation Committee considers any risks that may result from the Company's executive compensation programs. The Corporate Governance Committee considers risks relating to governance and management succession planning. The Finance Committee monitors the Company's strategic direction, and it also has oversight of the Company's credit facilities, rating agency interactions, and pension and savings plans. Each of the committees regularly reports to the Board of Directors.

The Company believes the current leadership structure of the Board of Directors supports the risk oversight functions described above by providing independent leadership at the committee level, with ultimate oversight by the full Board of Directors as led by the Company's Chairman of the Board, President and Chief Executive Officer and the Lead Director.

Executive Sessions of the Board of Directors

The non-management members of the Board of Directors meet regularly without management present. Mr. Martin, as Lead Director, presides over each meeting of the non-management and independent Board members.

Director Attendance at Meetings

During 2009, all incumbent directors attended at least 75% of the total number of meetings of the Board of Directors and of the committees of the Board on which they served.

Director Attendance at Annual Meeting

The Company has no formal policy with regard to Board members' attendance at annual meetings. Nine of the ten directors then in office attended the 2009 annual meeting of shareholders.

Board Independence

For a director to be deemed independent, the Board of Directors of the Company must affirmatively determine, in accordance with the listing standards of the New York Stock Exchange, that the director has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company. In making this determination, the Board of Directors has adopted the following categorical standards as part of its Corporate Governance Policies:

1. A director who is, or has been within the last three years, an employee of the Company, or whose immediate family member is, or has been within the last three years, an executive officer, of the Company, is not independent. Employment as an interim Chairman, Chief Executive Officer or other executive officer will not disqualify a director from being considered independent following such employment.

2. A director who has received or who has an immediate family member serving as an executive officer who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company (excluding director and committee fees and pensions or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service), is not independent. Compensation received by a director for former service as an interim Chairman, Chief Executive Officer or other executive officer will not count toward the \$120,000 limitation.
3. (A) A director who is a current partner or employee of a firm that is the Company's internal or external auditor; (B) a director who has an immediate family member who is a current partner of such a firm; (C) a director who has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (D) a director who was or whose immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time, in any such instance ((A)-(D)) is not independent.
4. A director who is or has been within the last three years, or whose immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee, is not independent.
5. A director who is a current employee, or whose immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues, is not independent.

The Board of Directors of the Company has affirmatively determined that Messrs. Ackerman, Boynton, Breslawsky, Herling, Hudson, Martin, Schievelbein, Strang and Turner and Mrs. Alewine are independent under the listing standards of the New York Stock Exchange and the categorical standards described above.

Audit and Ethics Committee

The Audit Committee, established in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act), operates under a written charter, which is available as described under Other Information Availability of Documents. The Audit Committee oversees the integrity of regular financial reports and other financial information provided by the Company to the Securities and Exchange Commission (the SEC) or the public, recommends the selection by shareholders at their annual meeting of an independent registered public accounting firm, confers with the Company's independent registered public accounting firm to review the plan and scope of their proposed audit as well as their findings and recommendations upon the completion of the audit, and meets with the independent registered public accounting firm and with appropriate Company financial personnel and internal auditors regarding the Company's internal controls, practices and procedures. The Audit Committee also oversees the Company's legal and business ethics compliance programs. The Audit Committee currently consists of Mr. Herling, as Chairman, and Messrs. Hudson, Martin and Schievelbein. The Board has examined the composition of the Audit Committee and found the members to meet the independence requirements set forth in the listing standards of the New York Stock Exchange and in accordance with the Audit Committee charter. The Board of Directors has identified Messrs. Hudson, Martin and Schievelbein as audit committee financial experts as that term is defined in the rules promulgated by the SEC. The Board of Directors has also determined that each of the members of the Audit Committee is financially literate as such term is interpreted by the Board of Directors in its business judgment. None of the Company's Audit Committee members simultaneously serve on more than two other public company audit committees. The Audit Committee met nine times during 2009.

Procedures for Pre-Approval of Audit and Non-Audit Services. The Audit Committee has adopted procedures for pre-approving certain specific audit and non-audit services provided by the independent registered public accounting firm. The pre-approved services are described in detail under three categories: audit and audit-related, tax services and agreed upon procedures. Requests for services are reviewed by the Company's Legal Department and Finance Department to ensure that they satisfy the requirements of the pre-approval policy. The Audit Committee is provided a detailed update of these audit and non-audit engagements at each regular meeting.

Procedures for Review and Approval of Related Person Transactions. The Company has adopted a policy regarding the review and approval of related person transactions. In the event that the Company proposes to enter into a related person transaction, the transaction must be recommended to the Audit Committee. As provided in its charter, the Audit Committee is required to review and approve each related person transaction and any disclosures that are required by Item 404 of Regulation S-K. The Audit Committee reviews each related person transaction on a case by case basis.

For purposes of this policy, a related person transaction has the same meaning as in Item 404 of Regulation S-K: a transaction, arrangement or relationship (or any series of related transactions, arrangements or relationships) in which the Company is, was or will be a participant and the amount involved exceeds \$120,000 and in which any related person has, had or will have a direct or indirect material interest.

For purposes of this policy, a related person has the same meaning as in Item 404 of Regulation S-K: any person who was a director, a nominee for director or an executive officer of the Company during the Company's preceding fiscal year (or an immediate family member of such a director, nominee for director or executive officer of the Company) or a beneficial owner of more than five percent of the outstanding Brink's Common Stock (or an immediate family member of such owner).

Compensation and Benefits Committee

The Compensation Committee operates under a written charter, which is available as described under *Other Information Availability of Documents*. The Compensation Committee is responsible for establishing and reviewing policies governing salaries and benefits, annual performance awards, incentive compensation and the terms and conditions of employment for the Chief Executive Officer and each of the other named executive officers. For a further discussion of the Compensation Committee, see *Compensation Discussion and Analysis Process for Setting Executive Compensation*. The Compensation Committee currently consists of Mr. Turner, as Chairman, and Messrs. Ackerman, Schievelbein and Strang. The Board has examined the composition of the Compensation Committee and found the members to meet the independence requirements set forth in the listing standards of the New York Stock Exchange and in accordance with the Compensation Committee charter. The members of the Compensation Committee are non-employee directors (within the meaning of Rule 16b-3 of the Exchange Act) and outside directors (within the meaning of Section 162(m) of the Internal Revenue Code). The Compensation Committee met five times during 2009.

In performing its responsibilities with respect to executive compensation decisions, the Compensation Committee receives information and support from the Company's Human Resources Department and two nationally-recognized executive compensation consultants. For 2009, Frederic W. Cook & Co., Inc. (the Cook firm) advised the Compensation Committee. Towers Watson also served as executive compensation consultant to the Company and the Compensation Committee during 2009. For more information with respect to the Compensation Committee's compensation consultants, see *Compensation Discussion and Analysis* beginning on page 13.

Corporate Governance and Nominating Committee

The Corporate Governance Committee operates under a written charter, which is available as described under *Other Information Availability of Documents*. The Corporate Governance Committee oversees the governance of the Company and recommends to the Board nominees for election as directors and officers of the Company, as well as reviewing the performance of incumbent directors in determining whether to recommend them to the Board for renomination. The Corporate Governance Committee currently consists of Mr. Breslawsky, as Chairman, Mrs. Alewine and Messrs. Ackerman, Strang and Turner. The Board has examined the composition of the Corporate Governance Committee and found the members to meet the independence requirements set forth in the listing standards of the New York Stock Exchange and in accordance with the Corporate Governance Committee charter. The Corporate Governance Committee met four times during 2009.

Director Compensation

It is the responsibility of the Corporate Governance Committee to recommend to the Board any changes in Board compensation. For a discussion of the process for determining Board compensation and elements of the compensation of the Board, see *Director Compensation* beginning on page 56.

Finance Committee

The Finance Committee monitors the Company's strategic direction, recommends to the Board dividend and other actions and policies regarding the financial affairs of the Company, and is responsible for oversight of the Company's Pension-Retirement Plan and 401(k) Plan and any similar plans that may be maintained from time to time by the Company. The Finance Committee also has general oversight responsibility for pension plans maintained by foreign and other subsidiaries of the Company. The Finance Committee has authority to adopt amendments to the Company's Pension-Retirement Plan, Pension Equalization Plan and 401(k) Plan. In carrying out these responsibilities, the Finance Committee coordinates with the appropriate financial, legal and administrative personnel of the Company, including the Company's Oversight Committee (a committee of senior management with shared responsibility over certain of the Company's retirement plans), as well as outside experts retained in connection with the administration of those plans. The Finance Committee currently consists of Mrs. Alewine, as Chairwoman, and Messrs. Breslawsky, Herling, Hudson and Martin, none of whom is an officer or employee of the Company or any of its subsidiaries. The Finance Committee met eight times during 2009.

Executive Committee

The Executive Committee of the Board may exercise substantially all the authority of the Board during the intervals between the meetings of the Board. The Executive Committee currently consists of Mr. Dan, as Chairman, and all other directors, except that a quorum of the Executive Committee consists of one-third of the number of members of the Executive Committee, three of whom must not be employees of the Company or any of its subsidiaries. The Executive Committee did not meet during 2009.

Director Nominating Process

The Company's Corporate Governance Policies and the Corporate Governance Committee charter contain information concerning the responsibilities of the Corporate Governance Committee with respect to identifying and evaluating director candidates. Both the Corporate Governance Committee Charter and the Corporate Governance Policies are available as described under "Other Information" Availability of Documents.

The Corporate Governance Committee's charter provides that the Corporate Governance Committee will consider director candidate recommendations by shareholders. Shareholders should submit any such recommendations for the Corporate Governance Committee through the method described below under "Communications with Non-Management Members of the Board of Directors." In accordance with the Company's bylaws, any shareholder of record entitled to vote for the election of directors at the applicable meeting of shareholders may nominate persons for election to the Board of Directors, if such shareholder complies with the notice procedures set forth in the bylaws and summarized in the section of this proxy statement entitled "Other Information" Shareholder Proposals.

The Corporate Governance Committee evaluates all director candidates in accordance with the director membership criteria described in the Corporate Governance Policies. The Corporate Governance Committee evaluates any candidate's qualifications to serve as a member of the Board based on the skills and characteristics of individual Board members as well as the composition of the Board as a whole. In addition, while there is not specific weight given to any one factor, the Corporate Governance Committee will evaluate a candidate's business experience, diversity, international background, the number of other directorships held and leadership capabilities, along with any other skills or experience that would be of assistance to management in operating the Company's business. The Corporate Governance Committee also considers such other relevant factors as it deems appropriate, including the current composition of the Board of Directors, the balance of management and independent directors, the need for Audit Committee expertise and the evaluations of other prospective nominees.

It also is important to the Corporate Governance Committee that the Board of Directors works together in a cooperative fashion. When considering a director standing for re-election as a nominee, in addition to the attributes described above, the Corporate Governance Committee also considers that individual's past contribution and future commitment to the Company. The Corporate Governance Committee evaluates the totality of the merits of each prospective nominee that it considers and does not restrict itself by establishing minimum qualifications or attributes. Additionally, the Corporate Governance Committee will continue to populate the Board of Directors with a sufficient number of independent directors to satisfy the New York Stock Exchange listing standards and SEC requirements. The Corporate Governance Committee will

also ensure that the Board of Directors, and consequently the Audit Committee, will have at least three independent members that satisfy the New York Stock Exchange financial and accounting experience requirements and at least one member who qualifies as an audit committee financial expert.

The Corporate Governance Committee employs several methods for identifying and evaluating director nominees. The Corporate Governance Committee periodically assesses whether any vacancies on the Board are expected due to retirement or otherwise and, in the event that vacancies are anticipated, the Committee considers possible director candidates. The Corporate Governance Committee has used professional search firms to identify candidates based upon the director membership criteria described in the Corporate Governance Policies.

After completing potential director nominees' evaluations, the Corporate Governance Committee makes a recommendation to the full Board of Directors as to the persons who should be nominated by the Board of Directors, and the Board of Directors determines the nominees after considering the recommendation and report of the Corporate Governance Committee. There is no difference in the manner by which the Corporate Governance Committee evaluates prospective nominees for director based upon the source from which the individual was first identified.

On February 25, 2008, the Company and MMI Investments, L.P. (MMI) entered into a settlement agreement pursuant to which Robert J. Strang was nominated and recommended for election to the Board at the 2009 annual meeting of shareholders. MMI withdrew its previously submitted nominations. The Company also agreed to reimburse MMI for certain expenses incurred in connection with its shareholder proposals, including payments made by MMI to Mr. Strang to serve as one of its nominees, as well as costs associated with the termination of the arrangement between MMI and Mr. Strang. Mr. Strang has confirmed to the Company that, as consideration for agreeing to serve as one of MMI's nominees, he received from MMI a \$25,000 up-front payment, 7,500 stock appreciation rights linked to the value of Brink's Common Stock, and reimbursement of reasonable expenses associated with the nomination up to \$5,000. He was also to receive from MMI an additional 2,500 stock appreciation rights if any MMI nominee was elected to the Board of Directors of the Company. Mr. Strang has confirmed to the Company that on February 27, 2008, Mr. Strang and MMI terminated these agreements. Pursuant to the termination agreement, Mr. Strang received a cash payment from MMI of \$200,000 in lieu of the stock appreciation rights he was to receive or might have received from MMI under the previous arrangements.

Paul G. Boynton, who was elected by the Board of Directors as a director effective February 19, 2010, was evaluated as a candidate for the Board of Directors at the suggestion of one of the non-management directors. Based on its own review of this candidate, the Corporate Governance Committee recommended to the Board of Directors the election of Mr. Boynton as a director and his inclusion on the proxy card.

The Company did not receive any notice of a director candidate recommended by a shareholder or group of shareholders owning more than 5% of the Company's voting common stock for at least one year as of the date of recommendation on or prior to November 16, 2009, the date that is 120 days before the date of the prior year's proxy statement.

Communications with Non-Management Members of the Board of Directors

The Company's Corporate Governance Policies set forth a process by which shareholders and other interested third parties can send communications to the non-management members of the Board of Directors. When interested third parties have concerns, they may make them known to the non-management directors by communicating via written correspondence sent by U.S. mail attention Lead Director at the Company's Richmond, Virginia address. All such correspondence is provided to the Lead Director at, or prior to, the next executive session held at a regular Board meeting.

PROPOSALS OF THE BOARD

Holders of Brink's Common Stock will have one vote per share. Absent voting instructions from a shareholder, a broker may or may not vote shares held by a broker in street name (Brokers' Shares) in its discretion depending on the proposals before the meeting. Under the rules of the New York Stock Exchange, a broker may vote Brokers' Shares in its discretion on routine matters. Based on the rules of the New York Stock Exchange, the Company believes that approval of the independent registered public accounting firm is a routine matter on which brokers will be permitted to vote on behalf of their clients if no voting instructions are furnished. Under the rules of the New York Stock Exchange, however, a broker may not be able to vote on proposals that are not considered routine. When a proposal is a non-routine matter and the broker has

not received voting instructions with respect to that proposal, the broker cannot vote on that proposal. This is commonly called a broker non-vote. Please note that this year, the rules that guide how brokers vote shares of Brink's Common Stock have changed. A broker may not vote Brokers' Shares with respect to the election of the nominees for director in the absence of specific instructions as to how to vote with respect to the election of such nominees, because under the rules of the New York Stock Exchange, the election of directors is no longer considered a routine matter.

In order for the meeting to be conducted, a majority of the outstanding shares of Brink's Common Stock as of the record date must be present in person or represented by proxy at the meeting. This is referred to as a quorum. Abstentions, withheld votes and Brokers' Shares are included in determining the number of votes present. Brokers' Shares that are not voted on any matter will not be included in determining whether a quorum is present.

The following proposals are expected to be presented to the meeting.

Proposal No. 1 Election of Directors: in order to be elected, each nominee for director must receive a plurality of the votes cast by those present in person or represented by proxy at the meeting and entitled to vote thereon. The Company believes that this proposal is a non-routine matter. Abstentions, withheld shares and Brokers' Shares that are not voted on Proposal No. 1 will not be included in determining the number of votes cast and will not affect the outcome of the vote.

Proposal No. 2 Approval of the Amendment and Restatement of the Key Employees' Deferred Compensation Program: in order for the proposal to pass, it must receive the affirmative vote of the holders of a majority of the shares cast with respect to such proposal, provided that the total vote cast on the proposal represents over 50% of the outstanding shares of Brink's Common Stock. The Company believes that this proposal is a non-routine matter. Abstentions and Brokers' Shares that are not voted on Proposal No. 2 will have no effect on the proposal, provided that the total vote cast represents over 50% of the outstanding shares of Brink's Common Stock.

Proposal No. 3 Approval of the Material Terms of the Performance Goals Under the Management Performance Improvement Plan: in order for the proposal to pass, it must receive the affirmative vote of the holders of a majority of the shares cast with respect to such proposal, provided that the total vote cast on the proposal represents over 50% of the outstanding shares of Brink's Common Stock. The Company believes that this proposal is a non-routine matter. Abstentions and Brokers' Shares that are not voted on Proposal No. 3 will have no effect on the proposal, provided that the total vote cast represents over 50% of the outstanding shares.

Proposal No. 4 Approval of the Material Terms of the Performance Goals Under the 2005 Equity Incentive Plan: in order for the proposal to pass, it must receive the affirmative vote of the holders of a majority of the shares cast with respect to such proposal, provided that the total vote cast on the proposal represents over 50% of the outstanding shares of Brink's Common Stock. The Company believes that this proposal is a non-routine matter. Abstentions and Brokers' Shares that are not voted on Proposal No. 4 will have no effect on the proposal, provided that the total vote cast represents over 50% of the outstanding shares.

Proposal No. 5 Approval of the Selection of an Independent Registered Public Accounting Firm: in order for the proposal to pass, it must receive more votes cast in favor of such proposal by holders of the shares present in person or represented by proxy at the meeting and entitled to vote thereon than votes cast in opposition to such proposal by such holders. The Company believes that this proposal is a routine matter. Abstentions and Brokers' Shares that are not voted on Proposal No. 5 will not be counted in determining the number of votes cast and will not affect the outcome of the vote.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

In accordance with the Company's charter and bylaws, the Board of Directors is divided into three classes, with the term of office of one of the three classes of directors expiring each year and with each class being elected for a three-year term.

The Corporate Governance Committee has recommended, and the Board of Directors has approved, the following nominees for election as directors: Messrs. Boynton, Martin and Turner, each for a three-year term expiring in 2013. Messrs. Boynton, Martin and Turner presently serve as directors. Mr. Hudson's current term expires at the Company's 2010 Annual Meeting of Shareholders, and he was not nominated by the Board of Directors for re-election.

The Board of Directors has no reason to believe that any of the nominees are not available or will not serve if elected. If any of them should become unavailable to serve as a director, full discretion is reserved to the persons named as proxies to vote for such other persons as may be properly nominated.

Set forth below is information concerning the age, principal occupation, employment, directorships during the past five years, and other positions with the Company of each nominee and director, the year in which he or she first became a director of the Company and his or her term of office as a director. Also set forth below is a brief discussion of the specific experience, qualifications, attributes or skills that led to the conclusion that each nominee and director should serve as a director as of the date of this proxy statement, in light of the Company's business and structure. Mr. Ackerman has notified the Company that he intends to resign from his position as a director of the Company, effective as of the date of the Company's 2010 Annual Meeting of Shareholders, and his biographical information is therefore not included.

**NOMINEES FOR ELECTION
AS DIRECTORS FOR A THREE-YEAR TERM
EXPIRING IN 2013**

(4) **PAUL G. BOYNTON**, 45, is the Executive Vice President, Forest Resources and Real Estate of Rayonier Inc., an international forest products company, with core businesses in timber, real estate and performance fibers. Prior to his election to his current position in November 2009, he served as Senior Vice President, Performance Fibers and Wood Products, of Rayonier Inc. from January 2008 to October 2009. He joined Rayonier Inc. in 1999 as Director of Performance Fibers Marketing and Sales, was named Vice President, Performance Fibers Marketing and Sales in 1999, and was Senior Vice President, Performance Fibers from July 2002 to December 2007. Prior to Rayonier, Mr. Boynton served as a Global Brand Manager at 3M Corporation where he was employed from 1990 to 1999. He is a director of the National Alliance of Forest Owners. Mr. Boynton has executive-level international business operations experience through his work for Rayonier Inc. as well as experience in strategic business development, risk management and sales and marketing. Mr. Boynton has been a director of The Brink's Company since February 2010.

(1), (4), (5), (6) **MURRAY D. MARTIN**, 62, is the Chairman, President and Chief Executive Officer of Pitney Bowes Inc., a provider of integrated mailstream management solutions, and has held that position since January 2009. Prior to his current position, Mr. Martin served as President and Chief Executive Officer of Pitney Bowes Inc. from May 2007 to December 2008 and President and Chief Operating Officer of Pitney Bowes Inc. from October 2004 to May 2007. From January 2001 to October 2004, he served as Executive Vice President and Group President of Global Mailstream Solutions, a division of Pitney Bowes Inc. From January 1998 to January 2001, he was President of Pitney Bowes International. During the past five years, Mr. Martin has served as a director of Pitney Bowes Inc. Mr. Martin has chief executive officer experience through his leadership of Pitney Bowes Inc., as well as executive-level operational experience leading a multi-national company with a significant international presence. Through his service on the board of directors of another publicly-traded company and the Company's Board of Directors, Mr. Martin has gained experience and knowledge in audit, finance, strategic planning, risk oversight and corporate governance matters. Mr. Martin has been a director of The Brink's Company since 2005.

(2), (3), (4)

RONALD L. TURNER, 63, is the retired Chairman, President and Chief Executive Officer of Ceridian Corporation, an information services company that provides outsourcing services to the human resources, transportation and retail markets, and operates in the U.S., Canada and Europe. Mr. Turner served as Chairman, President and Chief Executive Officer of Ceridian Corporation from January 2000 until his retirement in October 2006; Chief Operating Officer from April 1998 to January 2000; and Executive Vice President of Operations from March 1997 to April 1998. During the past five years, Mr. Turner has served as a director of Ceridian Corporation, Circuit City Stores, Inc., FLIR Systems, Inc. and Imagistics International Inc. Mr. Turner has chief executive officer experience, technology and operations expertise and extensive experience and knowledge of strategic planning and business development through his leadership of Ceridian Corporation. Mr. Turner has also gained significant experience and knowledge through his service on the boards of directors of other publicly-traded companies and the Company's Board of Directors in executive compensation, finance, risk oversight and corporate governance matters. Mr. Turner has been a director of The Brink's Company since 2002.

CONTINUING DIRECTORS

(3), (4), (5)

BETTY C. ALEWINE, 61, is the retired President and Chief Executive Officer of COMSAT Corporation, a provider of global satellite services and digital networking services and technology. Mrs. Alewine served as President and Chief Executive Officer of COMSAT from 1996 until August 2000, when the company was acquired by Lockheed Martin Corporation. She served as President of COMSAT's largest operating unit from 1994 to 1996. During the past five years, Mrs. Alewine has served as a director of New York Life Insurance Company and Rockwell Automation, Inc. Mrs. Alewine has chief executive officer experience through her leadership of COMSAT Corporation, and executive-level experience with international business operations, strategic business development, technology and sales and marketing. Mrs. Alewine has also gained experience and knowledge through her service on the boards of directors of other companies and the Company's Board of Directors in finance, audit, risk oversight and corporate governance matters. Mrs. Alewine has been a director of The Brink's Company since 2000. Her current term as a director of the Company expires in 2012.

(3), (4), (5)

MARC C. BRESLAWSKY, 67, is the retired Chairman and Chief Executive Officer of Imagistics International Inc., a company engaged in direct sales, service and marketing of enterprise office imaging and document solutions. Mr. Breslawsky served as Chairman and Chief Executive Officer of Imagistics International Inc. from 2001 until 2005, when the company was acquired by Océ N.V. From 1996 to 2001, he was President and Chief Operating Officer of Pitney Bowes Inc., and Vice Chairman from 1994 to 1996. During the past five years, Mr. Breslawsky has served as a director of Imagistic International Inc., Océ Holdings USA Inc. (a subsidiary of Océ N.V.), UIL Holdings Corporation, The United Illuminating Company and C.R. Bard, Inc. Mr. Breslawsky has chief executive officer experience through his leadership of Imagistics International Inc., an extensive knowledge of finance and accounting matters and executive-level experience leading international business operations. Mr. Breslawsky has also gained experience and knowledge through his service on the boards of directors of other publicly-traded companies and the Company's Board of Directors in corporate governance, audit and risk oversight matters. Mr. Breslawsky has been a director of The Brink's Company since 1999. His current term as a director of the Company expires in 2011.

(4)

MICHAEL T. DAN, 59, is Chairman of the Board, President and Chief Executive Officer of the Company. Prior to his election as President and Chief Executive Officer of the Company in February 1998, he served as President and Chief Executive Officer of Brink's, Incorporated beginning in 1993. During the past five years, Mr. Dan has served as a director of Principal Financial Group, Inc. and Principal Life Insurance Company. Mr. Dan has significant and extensive experience with and knowledge of the Company, its operations and the secure logistics industry, as well as chief executive officer-level experience in international operations, risk management, brand management and customer service. Through his service on the board of directors of another publicly-traded company and the Company's Board of Directors, he has also gained experience in the areas of strategic planning, corporate governance and human resources. Mr. Dan has been a director of The Brink's Company since 1998. His current term as a director of the Company expires in 2011.

(1), (4), (5) **MICHAEL J. HERLING**, 52, is a founding partner of Finn Dixon & Herling LLP, a law firm that provides corporate, transactional, securities, investment management, lending, tax, executive compensation and benefits and litigation counsel, and has held that position since 1987. He is currently a member of the Board of Directors of DynaVox Systems, LLC and a member of the Board of Trustees of Colgate University. Mr. Herling has extensive legal experience representing corporate and institutional clients and their boards of directors with a focus on strategic initiatives and complex transactions such as mergers and acquisitions, securities offerings and financings, as well as experience in corporate governance, risk oversight, audit, management and executive compensation matters. Mr. Herling has been a director of The Brink's Company since 2009. His current term as a director of the Company expires in 2012.

(1), (2), (4) **THOMAS C. SCHIEVELBEIN**, 56, is a business consultant and has served in this capacity since November 2004. He is the retired President of Northrop Grumman Newport News, a subsidiary of the Northrop Grumman Corporation, a global defense company. Mr. Schievelbein served as President of Northrop Grumman Newport News from November 2001 until his retirement in November 2004. From October 1995 to October 2001, he served as Executive Vice President and Chief Operating Officer of Newport News Shipbuilding, Inc. During the past five years, Mr. Schievelbein has served as a director of McDermott International, Inc. and New York Life Insurance Company. Mr. Schievelbein has executive-level operational, business technology development and risk mitigation and control experience through his leadership of Northrop Grumman Newport News and Newport News Shipbuilding, Inc. Through his service on other boards of directors and the Company's Board of Directors, Mr. Schievelbein has also gained knowledge and experience of executive compensation, audit, risk oversight and corporate governance matters. Mr. Schievelbein has been a director of The Brink's Company since 2009. His current term as a director of the Company expires in 2012.

(2), (3), (4) **ROBERT J. STRANG**, 53, is Chief Executive Officer of Investigative Management Group, a Unit of Strang Hayes Holding Corp., a provider of corporate security and intelligence gathering services in the high-end investigative market, and has held that position since 2003. Prior to his current position, he co-founded and was a principal of Strang Hayes Consulting from 1989 until its sale to SPX Corporation in 2001 and was also with the United States Department of Justice from 1979 until 1989. Mr. Strang is currently a Director of the New York City Economic Development Corporation and D.A.R.E. America. During the past five years, he has served as Co-Chairman of the New York State Legislature's Terrorism Task Force. He has chief executive officer experience through his leadership of Investigative Management Group, as well as extensive international security and law enforcement experience. Mr. Strang has been a director of The Brink's Company since 2008. His current term as a director of the Company expires in 2011.

(1) Audit and Ethics Committee

(2) Compensation and Benefits Committee

(3) Corporate Governance and Nominating Committee

(4) Executive Committee

(5) Finance Committee

(6) Lead Director

Recommendation of the Board

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE

FOR ALL NOMINEES FOR ELECTION AS DIRECTORS.

STOCK OWNERSHIP

Based in part on information furnished by each nominee, director and executive officer named in the Summary Compensation Table, the number of shares of Brink's Common Stock beneficially owned by them at January 31, 2010, was as follows:

Name of Individual or Identity of Group	Number of Shares Beneficially Owned(a)	Percent of Class*
Mr. Ackerman	54,268	*
Mrs. Alewine	42,442	*
Mr. Boynton	0	*
Mr. Breslawsky	42,442	*
Mr. Cazer	0	*
Mr. Dan	1,049,875	2.19%
Mr. Dziedzic	0	*
Mr. Herling	0	*
Mr. Hudson	7,349	*
Mr. Lennon	145,703(b)	*
Mr. Marshall	8,106	*
Mr. Martin	14,698	*
Mr. Schievelbein	0	*
Mr. Schumacher	34,832	*
Mr. Strang	0	*
Mr. Turner	28,570	*
16 directors and executive officers as a group	1,428,285	2.98%

* Based on the number of shares outstanding as of March 5, 2010. Except as otherwise noted, the named individuals have sole voting and investment power with respect to such shares of Brink's Common Stock. None of such individuals beneficially owns more than 1% of the outstanding Brink's Common Stock, unless otherwise noted above.

(a) Includes shares of Brink's Common Stock that could be acquired within 60 days after January 31, 2010, upon the exercise of options granted pursuant to the Company's stock option plans, as follows:

Mr. Ackerman	42,442
Mrs. Alewine	42,442
Mr. Boynton	0
Mr. Breslawsky	42,442
Mr. Cazer	0
Mr. Dan	958,530
Mr. Dziedzic	0
Mr. Herling	0
Mr. Hudson	7,349
Mr. Lennon	122,496
Mr. Marshall	5,423
Mr. Martin	14,698
Mr. Schievelbein	0
Mr. Schumacher	27,561
Mr. Strang	0
Mr. Turner	28,570
All directors and executive officers as a group (16 persons)	1,291,953

(b) Includes 23,207 shares of Brink's Common Stock held jointly by Mr. Lennon with his wife.

Edgar Filing: BRINKS CO - Form DEF 14A

The following table sets forth the only persons known to the Company to be deemed beneficial owners of five percent or more of the outstanding Brink s Common Stock as of the dates set forth in the footnotes to the table:

Name and Address of

Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Allianz Global Investors Management Partners LLC 680 Newport Center Drive, Suite 250 Newport Beach, CA 92660	2,414,600(a)	5.0%(a)
Nicholas-Applegate Capital Management LLC 600 West Broadway, Suite 2900 San Diego, CA 92101		
Oppenheimer Capital LLC 1345 Avenue of the Americas New York, NY 10105		
NFJ Investment Group LLC		