

BRINKS CO
Form 8-K
May 04, 2009

Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02. Compensatory Arrangements of Certain Officers.

On May 1, 2009, James R. Barker retired from the Board of Directors (the “Board”) of The Brink’s Company (the “Company”) at the expiration of his term. Mr. Barker has served with distinction on the Board since 1993.

On April 30, 2009, Michael J. Herling’s appointment to each of the Audit and Ethics Committee and Compensation and Benefits Committee of the Board became effective. The Board has affirmatively determined that Mr. Herling meets the heightened independence standards for audit committee members under the Securities and Exchange Commission (“SEC”) and New York Stock Exchange rules and regulations and that he is financially literate. The information set forth in Item 5.02 of the Company’s Current Report on Form 8-K filed with the SEC on January 22, 2009, is incorporated herein by reference.

Item Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.
5.03.

A previously approved amendment to Article V of the Bylaws of the Company to decrease the number of persons serving on the Board became effective on May 1, 2009, at the commencement of the 2009 annual meeting of shareholders. The information set forth in the second paragraph of Item 5.03 of the Company’s Current Report on Form 8-K filed with the SEC on March 10, 2009, is incorporated herein by reference. The amended and restated Bylaws are furnished as Exhibit 3(ii) hereto.

Item Other Events.
8.01

On May 1, 2009, the Board appointed Murray D. Martin as the Company’s Lead Director to succeed Mr. Barker. The responsibilities of the Lead Director are described in the Company’s Corporate Governance Policies.

Item Financial Statements and Exhibits.
9.01.

(d)Exhibits

3(ii) Bylaws of The Brink's Company, as amended and restated through May 1, 2009.

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 4, 2009

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

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
3(ii)	Bylaws of The Brink's Company, as amended and restated through May 1, 2009.

