

BRINKS CO
Form SC 13D/A
December 17, 2008

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

The Brink's Company

(Name of Issuer)

Common Stock, par value \$1 per share

(Title of Class of Securities)

109696104

(CUSIP Number)

Jerome J. Lande
MMI Investments, L.P.
1370 Avenue of the Americas
New York, New York 10019
(212) 586-4333

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

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December 16, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. //

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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CUSIP No. 10969104

- | | | |
|--------------|--|---------------------------|
| 1. | NAMES OF REPORTING PERSONS.....MMI Investments, L.P. | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="radio"/> |
| | (SEE INSTRUCTIONS) | (b) <input type="radio"/> |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS (SEE INSTRUCTIONS) | OO |
| 5. | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED | <input type="radio"/> |
| | PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| NUMBER OF | 7. SOLE VOTING POWER | 2,189,900 |
| SHARES | 8. SHARED VOTING POWER | |
| BENEFICIALLY | 9. SOLE DISPOSITIVE POWER | 2,189,900 |
| OWNED BY | 10. SHARED DISPOSITIVE POWER | |
| EACH | | |
| REPORTING | | |
| PERSON | | |
| WITH | | |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING | 2,189,900 |
| | PERSON | |
| 12. | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN | <input type="radio"/> |
| | SHARES (SEE INSTRUCTIONS) | |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 4.8% |
| 14. | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | PN |

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CUSIP No. 10969104

- | | | |
|--------------|--|---------------------------|
| 1. | NAMES OF REPORTING PERSONS...MCM Capital Management, LLC | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="radio"/> |
| | (SEE INSTRUCTIONS) | (b) <input type="radio"/> |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS (SEE INSTRUCTIONS) | AF |
| 5. | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED | <input type="radio"/> |
| | PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| NUMBER OF | 7. SOLE VOTING POWER | 2,189,900 |
| SHARES | 8. SHARED VOTING POWER | |
| BENEFICIALLY | 9. SOLE DISPOSITIVE POWER | 2,189,900 |
| OWNED BY | 10. SHARED DISPOSITIVE POWER | |
| EACH | | |
| REPORTING | | |
| PERSON | | |
| WITH | | |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING | 2,189,900 |
| | PERSON | |
| 12. | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN | <input type="radio"/> |
| | SHARES (SEE INSTRUCTIONS) | |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 4.8% |
| 14. | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | OO |

ITEM 1. SECURITY AND ISSUES

This Amendment No. 14 on Schedule 13D (this "Statement") relates to the Common Stock, Par Value \$1 Per Share (the "Common Stock"), of The Brink's Company, a Virginia corporation (the "Issuer"), the principal executive offices of which are located at 1801 Bayberry Court, Richmond, Virginia 23226-8100. This Amendment No. 14 amends and restates in full each of the items set forth below. Terms not defined in this Amendment No. 14 shall have the respective meanings given to such terms in the Schedule 13D as originally deemed filed on February 6, 2004 ("Original 13D").

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The total purchase price of the 2,189,900 shares of Common Stock (the "Shares") owned directly by MMI Investments as of the date of this Statement was \$36,767,787; the source of funds was a combination of MMI's working capital and margin loans. These margin loans were obtained from Bear, Stearns & Co. Inc. and Merrill Lynch & Co. under customary terms and conditions.

ITEM 4. PURPOSE OF TRANSACTION

MMI Investments purchased the Shares as part of its investment activities. The Reporting Persons intend to review and evaluate the investment by MMI Investments in the Common Stock of the Issuer on an ongoing basis and may, depending upon their evaluation of the business and prospects of the Issuer, or such other considerations as they may deem relevant, determine to increase, decrease, or dispose of MMI Investments' holdings of Common Stock or to enter into options or other derivative transactions relating to Common Stock, in the open market or through privately negotiated transactions, to reduce their exposure to market risk, to increase their exposure to shares of Common Stock, or for any other reason. As a part of such review and evaluation, the Reporting Persons may communicate with the Issuer's management, directors and representatives and other shareholders and interested parties, including as described below.

Other than as described in this Item 4, neither Reporting Person, nor, to the knowledge of each Reporting Person, any individuals listed on Schedule I, has any current plan or proposal that relates to or would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D; provided that the Reporting Persons reserve the right to develop such plans or proposals.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a)-(b) Based on 45,769,171 shares of Common Stock outstanding as of October 29, 2008, as reported in the Issuer's Form 10-Q filed on October 31, 2008, the Shares owned by MMI Investments (the "Subject Shares") represent approximately 4.8% of the outstanding Common Stock. MMI Investments has the sole power to direct the vote and disposition of the Subject Shares on the date of this Statement. However, by virtue of being the general partner of MMI Investments, MCM may be deemed to be the beneficial owner of the Subject Shares owned by MMI Investments and have sole power over the voting and disposition of the Subject Shares as a result of its having the sole power to make voting and disposition decisions on behalf of MMI Investments with respect to the Subject Shares.

Except for the Subject Shares owned by MMI Investments, as of the date hereof, neither MCM nor, to MMI Investments' and MCM's knowledge, any of the persons listed on Schedule I, owns any Common Stock of the Issuer or has any right to acquire, directly or indirectly, any beneficial ownership of other Common Stock of the Issuer.

(c) Except for the open market transactions in American-style call options by MMI Investments set forth in Schedule II attached hereto and incorporated herein by reference, there have been no transactions with respect to the Common Stock during the past 60 days or since the most recent filing on Schedule 13D (whichever is less) by MMI Investments, MCM, or, to either Reporting Person's knowledge, any of the persons listed on Schedule I.

(d) No person other than MMI Investments is known to either Reporting Person to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of, any of the Subject Shares referred to in Item 5(a) above.

(e) As of December 16, 2008, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Common Stock of the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete, and correct.

Pursuant to Rule 13d-1(k) (1) (iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the attached statement is filed on behalf of each of them.

Date: December 17, 2008

MMI INVESTMENTS, L.P.

By: MCM Capital Management, LLC
General Partner

By: /s/ JEROME J. LANDE
Jerome J. Lande
Executive Vice President

MCM CAPITAL MANAGEMENT, LLC

By: /s/ JEROME J. LANDE
Jerome J. Lande
Executive Vice President

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SCHEDULE I

MCM Capital Management, LLC ("MCM") Voting Members and Executive Officers

Name and Business Address

Position and Principal Occupation

John S. Dyson
1370 Avenue of the Americas
New York, New York 10019

Voting Member and Chairman of MCM;
Voting Member and Chairman of Millcap Advisors, LLC
("Millcap"), a Delaware limited liability company
1370 Avenue of the Americas, New York, New York 10019

Clay B. Lifflander
1370 Avenue of the Americas
New York, New York 10019

Voting Member and President of MCM;
Voting Member and President of Millcap

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SCHEDULE II

OPEN MARKET TRANSACTIONS OF OVER-THE-COUNTER
 AMERICAN-STYLE OPTIONS OF ISSUER'S
 COMMON STOCK BY MMI INVESTMENTS
 DURING THE PAST 60 DAYS OR SINCE THE MOST
 RECENT FILING ON SCHEDULE 13D
 (WHICHEVER IS LESS)

| Class of | | Number of Call Options | Price of Call Option Per | Number of Shares |
|---|-------------------|-------------------------------|---------------------------------|--------------------------------|
| Security | Trade Date | Purchased/(Sold)* | Underlying Share (\$) | Underlying Call Options |
| Short Call Option (\$90.00 Strike Price) | 12/16/08 | 5,000 | \$0.02 | 500,000 |
| Call Option (\$65.00 Strike Price) | 12/16/08 | (10,000) | \$0.01 | 1,000,000 |

* Expiration date - January 17, 2009