

BRINKS CO  
Form 8-K  
May 08, 2018

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

FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 4, 2018

THE BRINK'S COMPANY

(Exact name of registrant as specified in its charter)

Virginia 001-09148 54-1317776  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

1801 Bayberry Court  
P. O. Box 18100  
Richmond, VA 23226-8100  
(Address and zip code of  
principal executive offices)

Registrant's telephone number, including area code: (804) 289-9600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting materials pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 4, 2018, the Company held its Annual Meeting of Shareholders. At this meeting, the Company's shareholders (i) elected each of the persons listed below as a director for a term expiring in 2019, (ii) approved an advisory resolution on named executive officer compensation, (iii) approved the Company's Employee Stock Purchase Plan; and (iv) approved Deloitte and Touche LLP as the Company's independent registered accounting firm for 2018.

The Company's shareholders voted as follows:

Proposal 1 – Election of Directors for terms expiring in 2019

|                       | For        | Against | Abstain | Broker Non-Votes |
|-----------------------|------------|---------|---------|------------------|
| Paul G. Boynton       | 45,488,290 | 189,880 | 29,862  | 1,605,816        |
| Ian D. Clough         | 45,531,665 | 146,422 | 29,946  | 1,605,816        |
| Susan E. Docherty     | 45,471,521 | 206,163 | 30,348  | 1,605,816        |
| Reginald D. Hedgebeth | 45,435,529 | 242,310 | 30,193  | 1,605,816        |
| Dan R. Henry          | 45,582,565 | 94,505  | 30,962  | 1,605,816        |
| Michael J. Herling    | 45,340,065 | 338,722 | 29,245  | 1,605,816        |
| Douglas A. Pertz      | 45,531,047 | 146,780 | 30,205  | 1,605,816        |
| George I. Stoeckert   | 45,281,420 | 395,017 | 31,595  | 1,605,816        |

Shareholders elected the nominees with at least 99% of the votes cast in favor of each of the nominees.

Proposal 2 – Approval of an advisory resolution on named executive officer compensation

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 44,825,814 | 842,756 | 39,461  | 1,605,817        |

Shareholders approved the advisory resolution on named executive officer compensation with approximately 98% of the votes cast in favor.

Proposal 3 – Approval of the Company's Employee Stock Purchase Plan

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 45,557,541 | 113,365 | 37,125  | 1,605,817        |

Shareholders approved the Company's Employee Stock Purchase Plan with approximately 100% of the votes cast in favor.

Proposal 4 – Approval of Deloitte and Touche LLP as the Company's independent registered public accounting firm for 2018

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 46,947,490 | 142,171 | 224,187 | 0                |

Shareholders approved Deloitte and Touche LLP as the Company's independent registered public accounting firm with approximately 99% of the votes cast in favor.

SIGNATURES

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 8, 2018 By: /s/McAlister C. Marshall, II  
McAlister C. Marshall, II  
Senior Vice President, General Counsel and Chief Administrative Officer