

BRINKS CO
Form SC 13D/A
December 28, 2007

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

**SCHEDULE 13D
(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 2)¹

The Brink's Company
(Name of Issuer)

Common Stock, \$1.00 Par Value
(Title of Class of Securities)

109696104
(CUSIP Number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

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

December 24, 2007
(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 §§ 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 § 240.13d-7 for other parties to whom copies are to be sent.

¹ 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*).

CUSIP NO. 109696104

1 NAME OF REPORTING PERSON

STEEL PARTNERS II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | 3,027,310 |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | |
| REPORTING | | - 0 - |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | |
| | 10 | 3,027,310 |
| | | SHARED DISPOSITIVE POWER |
| | | |
| | | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,027,310

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 109696104

1 NAME OF REPORTING PERSON

STEEL PARTNERS, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | 3,027,310 |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | |
| REPORTING | | - 0 - |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | |
| | 10 | 3,027,310 |
| | | SHARED DISPOSITIVE POWER |
| | | |
| | | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,027,310

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 109696104

1 NAME OF REPORTING PERSON

WARREN G. LICHTENSTEIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 3,027,310 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 3,027,310 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,027,310

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 109696104

The following constitutes Amendment No. 2 ("Amendment No. 2") to the Schedule 13D filed by the undersigned. This Amendment No. 2 amends the Schedule 13D as specifically set forth.

Item 3 is hereby amended and restated to read as follows:

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the 3,027,310 Shares owned by Steel Partners II is \$108,762,839, including brokerage commissions. The Shares owned by Steel Partners II were acquired with partnership funds.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 48,491,344 Shares outstanding, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended September 30, 2007 filed with the Securities and Exchange Commission on November 2, 2007.

As of the close of business on December 27, 2007, Steel Partners II beneficially owned 3,027,310 Shares, constituting approximately 6.2% of the Shares outstanding. As the general partner of Steel Partners II, Partners LLC may be deemed to beneficially own the 3,027,310 Shares owned by Steel Partners II, constituting approximately 6.2% of the Shares outstanding. As the sole executive officer and managing member of Partners LLC, which in turn is the general partner of Steel Partners II, Mr. Lichtenstein may be deemed to beneficially own the 3,027,310 Shares owned by Steel Partners II, constituting approximately 6.2% of the Shares outstanding. Mr. Lichtenstein has sole voting and dispositive power with respect to the 3,027,310 Shares owned by Steel Partners II by virtue of his authority to vote and dispose of such Shares.

Item 5(c) is hereby amended to add the following:

(c) Schedule A annexed hereto lists all transactions in the securities of the Issuer during the past sixty days by the Reporting Persons. All of such transactions were effected in the open market.

CUSIP NO. 109696104

SIGNATURES

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

Dated: December 28, 2007

STEEL PARTNERS II, L.P.

Steel Partners, L.L.C.
General Partner

By: /s/ Lauren Isenman
Lauren Isenman
as Attorney-In-Fact for Warren G. Lichtenstein,
Managing Member

STEEL PARTNERS, L.L.C.

By: /s/ Lauren Isenman
Lauren Isenman
as Attorney-In-Fact for Warren G. Lichtenstein,
Managing Member

/s/ Lauren Isenman
LAUREN ISENMAN
as Attorney-In-Fact for Warren G. Lichtenstein

CUSIP NO. 109696104

SCHEDULE ATransactions in the Securities of the Issuer During the Past 60 Days

| Class of Security | Quantity | Price Per Unit (\$) | Date of Transaction |
|--|----------|---------------------|---------------------|
| <u>STEEL PARTNERS II, L.P.</u> | | | |
| Common Stock (Covered Short Position) | 400 | 59.0000 | 10/29/2007 |
| Common Stock (Covered Short Position) | 49,125 | 59.7678 | 10/30/2007 |
| Common Stock (Covered Short Position) | 32,600 | 59.7110 | 10/30/2007 |
| Common Stock (Covered Short Position) | 23,300 | 60.3737 | 10/31/2007 |
| Common Stock (Covered Short Position) | 29,200 | 60.3361 | 10/31/2007 |
| Common Stock (Covered Short Position) | 100,000 | 59.9491 | 11/09/2007 |
| Common Stock (Covered Short Position) | 100,000 | 59.9497 | 11/09/2007 |
| Common Stock (Covered Short Position) | 73,412 | 59.7885 | 11/12/2007 |
| Short Put Option (\$60.00 Strike Price) | (500) | 0.9600 | 11/12/2007 |
| Common Stock (Covered Short Position) | 450,000 | 59.8833 | 11/12/2007 |
| Short Put Option (\$60.00 Strike Price) | (352) | 1.6220 | 11/13/2007 |
| Common Stock (Covered Short Position) | 101,000 | 59.8090 | 11/16/2007 |
| Common Stock (Covered Short Position) | 4,900 | 59.0900 | 11/16/2007 |

CUSIP NO. 109696104

| | | | |
|--|-----------|---------|------------|
| Covered Short Put Option (\$60.00 Strike Price) | 49 | 0.9300 | 11/16/2007 |
| Common Stock (Covered Short Position) | 62,096 | 58.8199 | 11/19/2007 |
| Common Stock (Covered Short Position) | 100,000 | 58.3184 | 11/20/2007 |
| Common Stock (Covered Short Position) | 74,200 | 58.6831 | 11/21/2007 |
| Common Stock (Covered Short Position) | 25,485 | 58.1483 | 11/21/2007 |
| Common Stock (Covered Short Position) | 8,198 | 58.9482 | 11/23/2007 |
| Common Stock (Covered Short Position) | 47,796 | 58.9279 | 11/26/2007 |
| Common Stock (Covered Short Position) | 37,727 | 59.1168 | 11/27/2007 |
| Common Stock (Covered Short Position) | 6,030 | 60.5990 | 11/28/2007 |
| Short Put Option (\$60.00 Strike Price) | (300) | 1.1029 | 11/29/2007 |
| Common Stock (Covered Short Position) | 1,000 | 59.9970 | 12/14/2007 |
| Common Stock (Covered Short Position) | 125,095 | 59.9952 | 12/17/2007 |
| Common Stock (Covered Short Position) | 54,758 | 59.9971 | 12/18/2007 |
| Common Stock (Sold to Cover Short Position) | (474,690) | 66.4398 | 12/24/2007 |

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STEEL PARTNERS, L.L.C.

None

WARREN G. LICHTENSTEIN

None

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