

BRINKS CO
Form 10-K
March 02, 2009

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-9148

THE BRINK'S COMPANY
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1317776
(I.R.S. Employer
Identification No.)

P.O. Box 18100,
1801 Bayberry Court
Richmond, Virginia
(Address of principal executive offices)

23226-8100
(Zip Code)

Registrant's telephone number, including area
code

(804) 289-9600

Securities registered pursuant to Section 12(b)
of the Act:

Title of each class
The Brink's Company Common Stock, Par
Value \$1

Name of each exchange on
which registered
New York Stock Exchange

Securities registered pursuant to Section 12(g)
of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of February 23, 2009, there were issued and outstanding 45,467,782 shares of common stock. The aggregate market value of shares of common stock held by non-affiliates as of June 30, 2008, was \$2,909,041,476.

Documents incorporated by reference: Part III incorporates information by reference from portions of the Registrant's definitive 2009 Proxy Statement to be filed pursuant to Regulation 14A.

THE BRINK'S COMPANY
FORM 10-K
FOR THE YEAR ENDED DECEMBER 31, 2008

TABLE OF CONTENTS

PART I

	Page
Item 1. Business	2
Item 1A. Risk Factors	9
Item 1B. Unresolved Staff Comments	15
Item 2. Properties	15
Item 3. Legal Proceedings	15
Item 4. Submission of Matters to a Vote of Security Holders	15

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	17
Item 6. Selected Financial Data	19
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	20
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	55
Item 8. Financial Statements and Supplementary Data	57
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	105
Item 9A. Controls and Procedures	105
Item 9B. Other Information	105

PART III

Item 10. Directors, Executive Officers and Corporate Governance	106
Item 11. Executive Compensation	106
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	106
Item 13. Certain Relationships and Related Transactions, and Director Independence	106
Item 14. Principal Accountant Fees and Services	106

PART IV

Item 15. Exhibits and Financial Statement Schedules	107
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PART I

ITEM 1. BUSINESS

The Brink's Company (along with its subsidiaries, "we," "our," "Brink's" or the "Company"), based in Richmond, Virginia, is a leading provider of secure transportation, cash logistics and other security-related services to banks and financial institutions, retailers, government agencies, mints, jewelers and other commercial operations around the world. Brink's is the oldest and largest secure transportation and cash logistics company in the U.S., and a market leader in many other countries. Our international network serves customers in more than 50 countries and employs approximately 56,900 people. Our operations include approximately 800 facilities and 9,400 vehicles. Our brand, global infrastructure and expertise in security and logistics are important competitive advantages. About 70% of our \$3.2 billion in revenues are from outside North America. Over the past several years, we have changed from a conglomerate (with operations in the heavy-weight freight transportation, coal and other natural resource industries) into a company focused solely on the security industry. We completed the spin-off of our home security business in the fourth quarter of 2008 to sharpen the focus on our core business.

Management allocates resources to and makes operating decisions for our operations on a geographic basis. As a result, we changed our reportable segments in the fourth quarter of 2008 to International and North America. Our International segment is comprised of three distinct regions: Europe, Middle East and Africa ("EMEA"); Latin America; and Asia Pacific. Our North America segment includes operations in the U.S. and Canada.

Financial information related to The Brink's Company, our two operating segments (International and North America), and former operations is included in the consolidated financial statements on pages 57-104.

A significant portion of our business is conducted outside of the United States. Financial results are reported in U.S. dollars and are affected by fluctuations in the relative value of foreign currencies. Our business is also subject to other risks customarily associated with operating in foreign countries including changing labor and economic conditions, political instability, restrictions on repatriation of earnings and capital, as well as nationalization, expropriation and other forms of restrictive government actions. The future effects of these risks cannot be predicted. Additional information about risks associated with our foreign operations is provided on pages 10, 36 and 56.

We have significant liabilities associated with our retirement plans, a portion of which has been funded. These liabilities increased \$465 million in 2008 primarily as a result of a significant decline in the value of the investments of these plans. See pages 26, 43 and 47 – 51 for more information on these liabilities. Additional risk factors are described on pages 9 – 12.

Available Information and Corporate Governance Documents

The following items are available free of charge on our website (www.brinkscompany.com) as soon as reasonably possible after filing or furnishing them with the Securities and Exchange Commission:

- Annual reports on Form 10-K
- Quarterly reports on Form 10-Q
- Current reports on Form 8-K, and amendments to those reports

In addition, the following documents are also available free of charge on our website:

- Corporate governance policies
- Business Code of Ethics

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The charters of the following Board Committees: Audit and Ethics, Compensation and Benefits, and Corporate Governance and Nominating.

Printed versions of these items will be mailed free of charge to shareholders upon request. Such requests can be made by contacting the Corporate Secretary at 1801 Bayberry Court, P. O. Box 18100, Richmond, Virginia 23226-8100.

General

Our 2008 segment operating profit was \$272 million on revenues of \$3.2 billion, resulting in a segment operating profit margin of 8.6%. Our revenues and segment operating profit have grown over the last several years.

Our operations are located around the world and most of our revenues (70%) and segment operating profit (79%) are earned outside of North America.

International operations has three regions: Europe, Middle East, and Africa (“EMEA”); Latin America and Asia Pacific. On a combined basis, international operations generated 2008 revenues of \$2.2 billion (70% of total) and segment operating profit of \$215 million (79% of total). Over the past three years, we have acquired security operations in numerous countries in EMEA and Latin America.

Brink’s EMEA, which generated \$1.4 billion or 43% of total 2008 revenues, operates 264 branches in 20 countries. Its largest operations are in France, the Netherlands and Germany. In 2008, France accounted for \$698 million or 51% of EMEA revenues (22% of total).

Brink’s Latin America, which generated \$801 million or 25% of total 2008 revenues, operates 211 branches in eight countries. Its largest operations are in Venezuela, Brazil and Colombia. In 2008, Venezuela accounted for \$351 million or 44% of Latin American revenues (11% of total).

Brink’s Asia-Pacific operates 32 branches in eight countries, and accounted for \$72 million or 2% of total 2008 revenues.

North American operations include 184 branches in the U.S. and 52 branches in Canada. North American operations generated 2008 revenues of \$932 million (30% of total) and segment operating profit of \$57 million (21% of total).

The largest seven Brink’s operations (U.S., France, Venezuela, Brazil, the Netherlands, Colombia and Germany) accounted for \$2,345 million or 74% of total 2008 revenues.

(In millions)	2008	% total	% change	2007	% total	% change	2006	% total	% change
Revenues by region:									
EMEA:									
France	\$ 697.7	22	11	\$ 628.8	23	15	\$ 546.5	23	8
Other	661.2	21	18	562.7	21	23	456.6	20	14
Total	1,358.9	43	14	1,191.5	44	19	1,003.1	43	10
Latin America:									