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

FORM 10–Q

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

For the quarterly period ended March 31, 2018

Commission File Number 1-4422

ROLLINS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**51-0068479**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2170 Piedmont Road, N.E., Atlanta, Georgia
(Address of principal executive offices)

30324
(Zip Code)

(404) 888-2000
(Registrant's telephone number, including area code)

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Rollins, Inc. had 218,187,939 shares of its $1 par value Common Stock outstanding as ofApril 16, 2018.

ROLLINS, INC. AND SUBSIDIARIES

PART 1 FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS OF MARCH 31, 2018 AND DECEMBER 31, 2017
(in thousands except share data)

	March 31, 2018 (unaudited)	December 31, 2017
ASSETS		
Cash and cash equivalents	**$ 84,319**	$ 107,050
Trade receivables, net of allowance for doubtful accounts of $10,536 and $11,814, respectively	**96,459**	97,802
Financed receivables, short-term, net of allowance for doubtful accounts of $1,581 and $1,535, respectively	**16,979**	17,263
Materials and supplies	**15,885**	14,983
Other current assets	**27,062**	25,697
Total current assets	**240,704**	**262,795**
Equipment and property, net	**136,272**	134,088
Goodwill	**364,606**	346,514
Customer contracts	**176,447**	152,869
Trademarks & Tradenames	**50,198**	49,998
Other intangible assets	**11,438**	11,550
Financed receivables, long-term, net of allowance for doubtful accounts of $1,406 and $1,357, respectively	**22,305**	20,414
Prepaid Pension	**18,237**	17,595
Deferred income taxes	**10,428**	18,420
Other assets	**20,061**	19,420
Total assets	**$ 1,050,696**	$ 1,033,663
LIABILITIES		
Accounts payable	**$ 30,624**	$ 26,161
Accrued insurance	**28,462**	28,018
Accrued compensation and related liabilities	**64,610**	73,016
Unearned revenues	**117,934**	109,029
Other current liabilities	**57,443**	58,345
Total current liabilities	**299,073**	294,569
Accrued insurance, less current portion	**34,787**	34,245
Long-term accrued liabilities	**54,073**	50,925
Total liabilities	**387,933**	379,739
Commitments and Contingencies		
STOCKHOLDERS' EQUITY		
Preferred stock, without par value; 500,000 shares authorized, zero shares issued		
Common stock, par value $1 per share; 375,000,000 shares authorized, 218,186,439 and 217,992,177 shares issued and outstanding, respectively	**218,186**	217,992
Paid in capital	**75,079**	81,405
Accumulated other comprehensive loss	**(48,908)**	(45,956)
Retained earnings	**418,406**	400,483
Total stockholders' equity	**662,763**	653,924
Total liabilities and stockholders' equity	**$ 1,050,696**	$ 1,033,663

The accompanying notes are an integral part of these condensed consolidated financial statements.

ROLLINS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2018 AND 2017
(in thousands per except share data)
(unaudited)

	Three Months Ended March 31,	
	2018	2017
REVENUES		
Customer services	**$ 408,742**	$ 375,247
COSTS AND EXPENSES		
Cost of services provided	**206,143**	189,163
Depreciation and amortization	**16,916**	13,771
Sales, general and administrative	**126,487**	115,154
Gain on sale of assets, net	**(56)**	(26)
Interest expense / (income), net	**58**	(73)
INCOME BEFORE INCOME TAXES	**59,194**	57,258
PROVISION FOR INCOME TAXES	**10,669**	16,988
NET INCOME	**$ 48,525**	$ 40,270
NET INCOME PER SHARE - BASIC AND DILUTED	**$ 0.22**	$ 0.18
DIVIDENDS PAID PER SHARE	**$ 0.14**	$ 0.12
Weighted average participating shares outstanding - basic and diluted	**218,163**	217,971

The accompanying notes are an integral part of these condensed consolidated financial statements.

ROLLINS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
FOR THE THREE MONTHS ENDED MARCH 31, 2018 AND 2017
(in thousands)
(unaudited)

	Three Months Ended March 31,	
	2018	2017
NET INCOME	**$ 48,525**	$ 40,270
Other comprehensive earnings (loss), net of tax		
Foreign currency translation adjustments	**(2,952)**	4,007
Other comprehensive earnings (loss)	**(2,952)**	4,007
Comprehensive earnings	**$ 45,573**	$ 44,277

The accompanying notes are an integral part of these condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Rollins, Inc. and Subsidiaries
(In thousands) (unaudited)

	Common Stock		Paid-	Accumulated Other Comprehensive	Retained	
	Shares	Amount	In-Capital	Income / (Loss)	Earnings	Total
Balance at December 31, 2016	**217,792**	**$ 217,792**	**$ 77,452**	**$ (70,075)**	**$ 343,376**	**$ 568,545**
Net Income					179,124	**$ 179,124**
Other Comprehensive Income, Net of Tax						
Pension Liability Adjustment	—	—	—	14,159	—	**$ 14,159**
Foreign Currency Translation Adjustments	—	—	—	9,960	—	**$ 9,960**
Cash Dividends	—	—	—	—	(122,017)	**$ (122,017)**
Stock Compensation	434	434	11,965	—	—	**$ 12,399**
Employee Stock Buybacks	(234)	(234)	(8,012)	—	—	**$ (8,246)**
Balance at December 31, 2017	**217,992**	**217,992**	**81,405**	**(45,956)**	**400,483**	**653,924**
Net Income					48,525	48,525
Other Comprehensive Income, Net of Tax						
Foreign Currency Translation Adjustments	—	—	—	(2,952)	—	(2,952)
Cash Dividends	—	—	—	—	(30,602)	(30,602)
Stock Compensation	377	377	2,716	—	—	3,093
Employee Stock Buybacks	(183)	(183)	(9,042)	—	—	(9,225)
Balance at March 31, 2018	**218,186**	**218,186**	**75,079**	**(48,908)**	**418,406**	**662,763**

(1) Charges to Retained Earnings are from purchases of the Company's Common Stock.

The accompanying notes are an integral part of these consolidated financial statements.

ROLLINS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDEDMARCH 31, 2018 AND 2017
(in thousands)
(unaudited)

	Three Months Ended March 31,	
	2018	2017
OPERATING ACTIVITIES		
Net income	**$ 48,525**	$ 40,270
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**16,916**	13,771
Provision for deferred income taxes	**4,101**	5,462
Provision for bad debts	**932**	61
Stock - based compensation expense	**3,093**	3,267
Other, net	**(1,195)**	(130)
Changes in operating assets and liabilities	**376**	(5,930)
Net cash provided by operating activities	**72,748**	56,771
INVESTING ACTIVITIES		
Cash used for acquisitions of companies, net of cash acquired	**(43,154)**	(3,020)
Purchases of equipment and property	**(6,134)**	(5,454)
Proceeds from sales of franchises	**177**	168
Other	**76**	61
Net cash used in investing activities	**(49,035)**	(8,245)
FINANCING ACTIVITIES		
Cash paid for common stock purchased	**(9,225)**	(7,480)
Dividends paid	**(30,602)**	(25,058)
Net cash used in financing activities	**(39,827)**	(32,538)
Effect of exchange rate changes on cash	**(6,617)**	3,705
Net increase/(decrease) in cash and cash equivalents	**(22,731)**	19,693
Cash and cash equivalents at beginning of period	**107,050**	142,785
Cash and cash equivalents at end of period	**$ 84,319**	$ 162,478

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTE 1. BASIS OF PREPARATION AND OTHER

Basis of Preparation -The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. There has been no material change in the information disclosed in the notes to the consolidated financial statements included in the Annual Report on Form 10-K of Rollins, Inc. (the “Company”) for the year ended December 31, 2017 other than updates related to Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606) as noted below. Accordingly, the quarterly condensed consolidated financial statements and related disclosures herein should be read in conjunction with the 2017 Annual Report on Form 10-K.

The preparation of interim financial statements requires management to make estimates and assumptions for the amounts reported in the condensed consolidated financial statements. Specifically, the Company makes estimates in its interim condensed consolidated financial statements for the termite accrual which includes future costs including termiticide life expectancy and government regulations, the insurance accrual which includes self-insurance and worker’s compensation, inventory adjustments, discounts and volume incentives earned, among others.

In the opinion of management, all adjustments necessary for a fair presentation of the Company’s financial results for the interim periods have been made. These adjustments are of a normal recurring nature. The results of operations for the three month period ended March 31, 2018 are not necessarily indicative of results for the entire year.

The Company has only one reportable segment, its pest and termite control business. The Company’s results of operations and its financial condition are not reliant upon any single customer, or a few customers, or the Company’s foreign operations.

NOTE 2. RECENT ACCOUNTING PRONOUNCEMENTS

Revenue

Service Revenue and Other Revenue

Rollins’ revenues are sourced primarily from the sale of pest control and other protection services to residential and commercial consumers.

Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. We enter into contracts that can include various combinations of products and services, each of which are distinct and accounted for as separate performance obligations. Revenue is recognized net of allowances for returns and any taxes collected from customers, which are subsequently remitted to governmental authorities.

Nature of Goods and Services and Performance Obligations

The Company contracts with its customers to provide the following goods and services, each of which is a distinct performance obligation:

Pest control services - Rollins provides pest control services to protect residential and commercial properties from common pests, including rodents and insects. Pest control generally consists of assessing a customer’s property for conditions that invite pests, tackling current infestations, and stopping the life cycle to prevent future invaders. Revenue from pest control services is recognized as services are rendered.

The Company’s revenue recognition policies are designed to recognize revenues upon transfer of control at the time services are performed. For certain revenue types, because of the timing of billing and the receipt of cash versus the timing of performing services, certain accounting estimates are utilized. Residential and commercial pest control services are primarily recurring in nature on a monthly, bi-monthly or quarterly basis, while certain types of commercial customers may receive multiple treatments within a given month. In general, pest control customers sign an initial one-year contract, and revenues are recognized at the time services are performed. The Company defers recognition of advance payments and recognizes the revenue as the services are rendered. The Company classifies discounts related to the advance payments as a reduction in revenues.

Termite control services (including traditional and baiting) - Rollins provides both conventional and baiting termite protection services. Traditional termite protection uses “Termidor” liquid treatment and/or dry foam and Orkin foam to treat voids and spaces around the property, while baiting termite protection uses baits to disrupt the molting process termites require for growth and offers ongoing protection. Revenue from initial termite treatment services is recognized as services are provided.

Maintenance/monitoring/inspection - In connection with the initial service offerings, Rollins provides recurring maintenance, monitoring or inspection services to help protect consumer's property for any future sign of termite activities after the original treatment. This recurring service is a service-type warranty under ASC 606 as it is routinely sold and purchased separately from the initial treatment services and is typically purchased or renewed annually.

Termite baiting revenues are recognized based on the transfer of control of the individual units of accounting. At the inception of a new baiting services contract, upon quality control review of the installation, the Company recognizes revenue for the installation of the monitoring stations, initial directed liquid termiticide treatment and servicing of the monitoring stations. A portion of the contract amount is deferred for the undelivered monitoring element. This portion is recognized as income on a straight-line basis over the remaining contract term, which results in recognition of revenue that depicts the Company's performance in transferring control of the service. The allocation of the purchase price to the two deliverables is based on the relative stand-alone selling price. There are no contingencies related to the delivery of additional items or meeting other specified performance conditions. Baiting renewal revenue is deferred and recognized over the annual contract period on a straight-line basis that depicts the Company's performance in transferring control of the service.

Revenue received for conventional termite renewals is deferred and recognized on a straight-line basis over the remaining contract term that depicts the Company's performance in transferring control of the service; and, the cost of reinspections, reapplications and repairs and associated labor and chemicals are expensed as incurred. For outstanding claims, an estimate is made of the costs to be incurred (including legal costs) based upon current factors and historical information. The performance of reinspections tends to be close to the contract renewal date and while reapplications and repairs involve an insubstantial number of the contracts, these costs are incurred over the contract term. As the revenue is being deferred, the future cost of reinspections, reapplications and repairs and associated labor and chemicals applicable to the deferred revenue are expensed as incurred. The Company accrues for noticed claims. The costs of providing termite services upon renewal are compared to the expected revenue to be received and a provision is made for any expected losses.

Miscellaneous services (e.g., cleaning, etc.) - In certain agreements with customers, Rollins may offer other miscellaneous services, including restroom cleaning (e.g., eliminating foul odors, grease and grime which could attract pests), training (e.g., seminar covering Good Manufacturing Practices and product stewardship), etc. Revenue from miscellaneous services is recognized when services are provided.

Products - Depending on customer demand, Rollins may separately sell pest control and/or termite protection products, such as baits. Revenue from product sales is recognized upon transfer of control of the asset.

Equipment rental (or lease) - Depending on customer demand, Rollins may lease certain pest control and/or termite protection equipment. Revenue from equipment rentals are recognized over the period of the rental/lease. Revenue from equipment rentals are not material and represent less than 1.0% of the Company's revenues for each reported period.

Right to access intellectual property (Franchise) - The right to access Rollins' intellectual property is an essential part of Orkin's franchising agreements. These agreements provide the franchisee (the customer) a license to use the Rollins' name and trademark when advertising and selling services to end customers in their normal course of business. Orkin Franchise agreements contain a clause allowing Orkin to purchase certain assets of the franchisee. This is only an offer for Orkin to re-purchase the assets originally provided by Orkin to the franchisee and is not a performance obligation or a form of consideration. International and domestic franchising revenue was less than 0.5% of the Company's annual revenues.

All Orkin domestic franchises have a guaranteed repurchase clause that the Orkin franchise may be repurchased by Orkin at a later date once it has been established. Deferred Orkin franchise fees of $3.4 million at both March 31, 2018 and December 31, 2017 were not material to the Company's financial statements.

Royalties from Orkin franchises are accrued and recognized as revenues are earned on a monthly basis. Revenue from franchises was $2.4 million for each of the three month periods ended March 31, 2018 and 2017, respectively.

Contract Balances

Timing of revenue recognition may differ from the timing of invoicing to customers. We record a receivable when revenue is recognized prior to invoicing, or unearned revenue when revenue is recognized subsequent to invoicing. For multi-year agreements, we generally invoice customers annually at the beginning of each annual coverage period. The balance of long-term accounts receivable, net of allowance for doubtful accounts, was $22.3 million as of March 31, 2018. As of December 31, 2017, long-term accounts receivable, net of allowance for doubtful accounts, were $20.4 million and are included in financed receivables as a long-term asset on our consolidated statements of financial position.

The allowance for doubtful accounts reflects our best estimate of probable losses inherent in the accounts receivable balance. We determine the allowance based on known troubled accounts, historical experience, and other currently available evidence. Activity in the allowance for doubtful accounts was as follows:

(In thousands)		
Three Months ended March 31, 2018		
Balance at December 31, 2017	$	14,706
Charged to costs and expenses		932
Net (deductions) recoveries		(2,115)
Balance at March 31, 2018	$	13,523

Unearned revenue is comprised mainly of unearned revenue related to the Company’s termite baiting offering and year-in-advance pest control services for which we have been paid in advance and earn the revenue when we transfer control of the product or service.

Refer to Note 7 - Unearned Revenue for further information, including changes in unearned revenue during the period.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within30 to 60 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive financing from our customers or to provide customers with financing.

Practical Expedients and Exemptions

We generally expense sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within sales and marketing expenses.

We do not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed.

Recently issued accounting standards to be adopted in 2018 or later

In June of 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” The updated accounting guidance requires changes to the recognition of credit losses on financial instruments not accounted for at fair value through net income. The guidance is effective for interim and annual periods beginning after December 15, 2019. The Company is currently evaluating the effect the guidance will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). In September 2017, the FASB issued ASU 2017-13, Revenue Recognition (Topic 605), Revenue from Contracts with Customers (Topic 606), Leases (Topic 840), and Leases (Topic 842), which provides additional implementation guidance on the previously issued ASU 2016-02 Leases (Topic 842). ASU 2016-02 requires a lessee to recognize assets and liabilities on the balance sheet for leases with lease terms greater than 12 months. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. Based on a preliminary assessment, the Company expects the adoption of this guidance to have a material impact on its assets and liabilities due to the recognition of right-of-use assets and lease liabilities on its consolidated balance sheets at the beginning of the earliest period presented. The Company is continuing its assessment, which may identify additional impacts this guidance will have on its consolidated financial statements and disclosures. In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815), which provides new guidance intended to improve the financial reporting of hedging relationships to better portray the economic results of an entity’s risk management activities in its financial statements. This ASU is effective for the Company beginning in fiscal year 2020. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

NOTE 3. REVENUE

Adoption of ASC Topic 606, "Revenue from Contracts with Customers" On January 1, 2018, and the Company adopted Topic 606 using the modified retrospective method applied to those contracts which were not completed as of January 1, 2017. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under Topic 605.

There was no impact on the Company's financial statements as a result of adopting Topic 606 for the three months ended March 31, 2018 and 2017, or the twelve months ended December 31, 2017.

The following tables present our revenues disaggregated by revenue source (in thousands, unaudited).

Sales and usage-based taxes are excluded from revenues. No sales to an individual customer or country other than the United States accounted for more than 10% of the three months ended March 31, 2018 and 2017, respectively. Revenue, classified by the major geographic areas in which our customers are located, was as follows:

	(in thousands) Three Months Ended March 31,	
	2018	2017
United States	**$ 375,959**	$ 345,580
Other countries	**32,783**	29,667
Total Revenues	**$ 408,742**	$ 375,247

Revenue from external customers, classified by significant product and service offerings, was as follows:

	(in thousands) Three Months Ended March 31,	
	2018	2017
Residential contract revenue	**$ 144,197**	$ 132,344
Commercial contract revenue	**132,079**	124,833
Termite completions, bait monitoring, & renewals	**76,491**	65,652
Other revenues	**55,975**	52,418
Total Revenues	**$ 408,742**	$ 375,247

NOTE 4. EARNINGS PER SHARE

The Company follows ASC 260, *Earnings Per Share* (ASC 260) that requires the reporting of both basic and diluted earnings per share. Basic earnings per share is computed by dividing net income available to participating common stockholders by the weighted average number of participating common shares outstanding for the period.

Basic and diluted earnings per share attributable to common and restricted shares of common stock for the period were as follows:

	Three Months Ended March 31,	
	2018	2017
Basic and diluted earnings per share		
Common stock	**$ 0.22**	$ 0.18
Restricted shares of common stock	**$ 0.22**	$ 0.18

NOTE 5. CONTINGENCIES

In the normal course of business, certain of the Company's subsidiaries are defendants in a number of lawsuits, claims or arbitrations which allege that the subsidiaries' services caused damage. In addition, the Company defends employment related cases and claims from time to time. We are involved in certain environmental matters primarily arising in the normal course of business. We are actively contesting each of these matters.

Management does not believe that any pending claim, proceeding or litigation, either alone or in the aggregate will have a material adverse effect on the Company's financial position, results of operations or liquidity; however, it is possible that an unfavorable outcome of some or all of the matters, however unlikely, could result in a charge that might be material to the results of an individual quarter or year.

NOTE 6. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, trade receivables, notes receivable, accounts payable and other short-term liabilities. The carrying amounts of these financial instruments approximate their fair values. The Company has a Revolving Credit Agreement with SunTrust Bank and Bank of America, N.A. for an unsecured line of credit of up to $175.0 million, which includes a $75.0 million letter of credit subfacility and a $25.0 million swingline subfacility. There were no outstanding borrowings at March 31, 2018 and December 31, 2017.

NOTE 7. UNEARNED REVENUE

Changes in unearned revenue were as follows:

(In thousands)		
Three Months ended March 31, 2018		
Balance at December 31, 2017	$	117,614
Deferral of unearned revenue		47,725
Recognition of unearned revenue		(38,809)
Balance at March 31, 2018		126,530
Year ended December 31, 2017		
Balance at December 31, 2016	$	106,323
Deferral of unearned revenue		140,019
Recognition of unearned revenue		(128,728)
Balance at December 31, 2017		117,614

Deferred revenue recognized in the three month period ended March 31, 2018 and March 31, 2017 were $38.8 million and $32.6 million, respectively.

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized ("contracted not recognized revenue"), which includes unearned revenue and amounts that will be invoiced and recognized as revenue in future periods. The Company has no material contracted not recognized revenue as of March 31, 2018 or December 31, 2017.

At March 31, 2018 and December 31, 2017, the Company had long-term unearned revenue of $8.6 million. Unearned short-term revenue is recognized over the next 12 month period. The majority of unearned long-term revenue is recognized over a period of five years or less with immaterial amounts recognized through 2025.

NOTE 8. STOCKHOLDERS' EQUITY

During the three months ended March 31, 2018, the Company paid $30.6 million or $0.14 per share in cash dividends compared to $25.1 million or $0.115 per share during the same period in 2017.

During the first quarter ended March 31, 2018 and during the same period in 2017 the Company did not repurchase shares on the open market.

The Company also repurchases shares from employees for the payment of taxes on vesting restricted shares. The Company repurchased $9.2 million and $7.5 million of common stock for the quarter ended March 31, 2018 and 2017, respectively, from employees for the payment of taxes on vesting restricted shares.

As more fully discussed in Note 15 of the Company's notes to the consolidated financial statements in its2017 Annual Report on Form 10-K, stock options, time lapse restricted shares and restricted stock units have been issued to officers and other management employees under the Company's Employee Stock Incentive Plans. The Company issues new shares from its authorized but unissued share pool. At March 31, 2018, approximately 3.9 million shares of the Company's common stock were reserved for issuance.

Time Lapse Restricted Shares and Restricted Stock Units

The following table summarizes the components of the Company's stock-based compensation programs recorded as expense:

	Three Months Ended March 31,	
(in thousands)	**2018**	2017
Time lapse restricted stock:		
Pre-tax compensation expense	**$ 3,093**	$ 3,267
Tax benefit	**(786)**	(1,264)
Restricted stock expense, net of tax	**$ 2,307**	$ 2,003

The following table summarizes information on unvested restricted stock outstanding as ofMarch 31, 2018:

	Number of Shares	Average Grant-Date Fair Value
Unvested Restricted Stock at December 31, 2017	2,017	$ 24.50
Forfeited	(5)	18.68
Vested	(586)	19.69
Granted	384	47.88
Unvested Restricted Stock at March 31, 2018	**1,810**	**$ 31.00**

At March 31, 2018 and December 31, 2017, the Company had $48.1 million and $32.9 million of total unrecognized compensation cost, respectively, related to time-lapse restricted shares that are expected to be recognized over a weighted average period of approximately 4.5 years and 3.9 years, respectively.

NOTE 9. PENSION AND POST RETIREMENT BENEFIT PLANS

The following table represents the net periodic pension benefit costs and related components in accordance with FASB ASC 715 "*Compensation Retirement Benefits":*

Components of Net Pension Benefit Gain

	Three Months Ended March 31,	
(in thousands)	**2018**	2017
Interest and service cost	$ 1,995	$ 2,138
Expected return on plan assets	(3,443)	(3,342)
Amortization of net loss	826	830
Net periodic benefit	**$ (622)**	$ (374)

During the three months ended March 31, 2018 and the same period 2017 the Company made no contributions to its defined benefit retirement plans (the "Plans"). The Company made no contributions for the year ended December 31, 2017. The Company is adequately funded on its Pension Plans and is not expecting to make further contributions in 2018.

NOTE 10. BUSINESS COMBINATIONS

The Company made 16 acquisitions during the three month period endedMarch 31, 2018, and 23 acquisitions for the year ended December 31, 2017, respectively, some of which have been disclosed on various press releases and related Current Reports on Form 8-K.

On August 1, 2017, the Company completed the acquisition of Northwest Exterminating Co., Inc. Northwest has 23 offices in 5 southeastern states and was the nation's 17th largest pest management company. Northwest performs services for approximately

120,000 customers and will continue to operate as a separate business, as one of Rollins' Specialty Brands, along with HomeTeam Pest Defense, Western Pest Services and Waltham Pest Services.

On February 28, 2018, the Company announced that it has purchased the stock of AMES Group Limited and Kestrel Pest Control Limited, both companies operating in the UK. AMES Group Limited is a long established pest control company, with a rich history of providing superior pest control, bird control, and specialist services to commercial customers throughout the midlands and including London. Kestrel Pest Control provides superior commercial pest control to customers in South Hampton and surrounding areas of the Southwest. Kestrel Pest Control will merge with our Safeguard UK brand.

On March 1, 2018, the Company announced that it had completed its acquisition of OPC Services. OPC Services will continue to operate as a separate business, and one of Rollins' Specialty Brands, along with HomeTeam Pest Defense, Northwest Exterminating, Western Pest Services and Waltham Pest Services.

The preliminary values of major classes of assets acquired and liabilities assumed recorded at the date of acquisition, as adjusted during the valuation period, are included in the reconciliation of the total consideration as follows (in thousands):

	March 31, 2018
Accounts Receivable	$ 1,536
Current Assets	273
Equipment and property	3,591
Goodwill	33,613
Customer Contracts and other intangible assets	18,225
Current liabilities	(9,310)
Long-term liabilities	(490)
Total consideration paid	$ 47,438
Less: Contingent consideration liability	(4,284)
Total cash purchase price	$ 43,154

Goodwill from acquisitions represents the excess of the purchase price over the fair value of net assets of businesses acquired. The carrying amount of goodwill was $364.6 million and $346.5 million at March 31, 2018 and December 31, 2017, respectively. Goodwill generally changes due to the timing of acquisitions, finalization of allocation of purchase prices of previous acquisitions and foreign currency translations. The carrying amount of goodwill in foreign countries was $46.5 million at March 31, 2018 and $46.3 million at December 31, 2017.

The Company completed its most recent annual impairment analysis as of September 30, 2017. Based upon the results of these analyses, the Company has concluded that no impairment of its goodwill or other intangible assets was indicated.

The carrying amount of customer contracts was $176.4 million and $152.9 million at March 31, 2018 and December 31, 2017, respectively. The carrying amount of trademarks and tradenames was $50.2 million and $50.0 million at March 31, 2018 and December 31, 2017, respectively. The carrying amount of other intangible assets was $11.4 million and $11.6 million at March 31, 2018 and December 31, 2017, respectively. The carrying amount of customer contracts in foreign countries was $33.0 million and $29.8 million at March 31, 2018 and December 31, 2017, respectively. The carrying amount of trademarks and tradenames in foreign countries was $1.7 million at March 31, 2018 and December 31, 2017, respectively. The carrying amount of other intangible assets in foreign countries was $1.6 million and $1.7 million at March 31, 2018 and December 31, 2017, respectively.

Customer contracts and other amortizable intangible assets are amortized on a straight-line basis over their economic useful lives. The following table sets forth the components of intangible assets as of March 31, 2018 (in thousands):

Intangible Asset	Carrying Value	Useful Life in Years
Customer contracts	$ 176,447	3 - 12
Trademarks and tradenames	50,198	0 - 20
Non-compete agreements	4,054	3 - 20
Patents	2,405	3 - 15
Other assets	2,752	10
Internet domains	2,227	n/a
Total customer contracts and other intangible assets	$ 238,083	

NOTE 11. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. To manage this risk, the Company enters into derivative financial instruments from time to time. Certain of the Company's foreign operations expose the Company to fluctuations of foreign interest rates and exchange rates. These fluctuations may impact the value of the Company's cash receipts and payments in terms of the Company's functional currency. The Company enters into derivative financial instruments from time to time to protect the value or fix the amount of certain obligations in terms of its functional currency, the U.S. dollar.

Hedges of Foreign Exchange Risk

The Company is exposed to fluctuations in various foreign currencies against its functional currency, the U.S. dollar. The Company uses foreign currency derivatives, specifically vanilla foreign currency forwards, to manage its exposure to fluctuations in the USD-CAD and AUD-USD exchange rates. Currency forward agreements involve fixing the foreign currency exchange rate for delivery of a specified amount of foreign currency on a specified date. The currency forward agreements are typically cash settled in U.S. dollars for their fair value at or close to their settlement date.

The Company does not currently designate any of these foreign exchange forwards under hedge accounting, but rather reflects the changes in fair value immediately in earnings. Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to foreign exchange rates. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings and were equal to a gain of $147,000 for the quarter ended March 31, 2018 and a gain of $30,000 for the same quarter in the prior year. As of March 31, 2018, the Company had the following outstanding derivatives that were not designated as hedges in qualifying hedging relationships (in thousands except for number of instruments):

Non-Designated Derivative Summary

	Number of Instruments	Sell Notional	Buy Notional
FX Forward Contracts			
Sell AUD/Buy USD Fwd Contract	3	$ 550	$ 425
Sell CAD/Buy USD Fwd Contract	6	$ 4,800	$ 3,808
Total	**9**	**$ —**	**$ 4,233**

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Balance Sheet as ofMarch 31, 2018 and December 31, 2017 (in thousands):

	Tabular Disclosure of Fair Values of Derivative Instruments			
	Derivatives Asset		Derivative Liabilities	
	Fair Value as of:			
	March 31, 2018	December 31, 2017	**March 31, 2018**	December 31, 2017
Derivatives Not Designated as Hedging Instruments				
FX Forward Contracts				
Balance Sheet Location	**Other Assets**	Other Assets	**Other Current Liabilities**	Other Current Liabilities
Sell AUD/Buy USD Fwd Contract	**$ 2**	$ —	**$ —**	$ (9)
Sell CAD/Buy USD Fwd Contract	**$ 73**	$ —	**$ —**	$ (61)
Total	**$ 75**	**$ —**	**$ —**	**$ (70)**

The table below presents the effect of the Company's derivative financial instruments on the Income Statement as ofMarch 31, 2018 and March 31, 2017 (in thousands):

Effect of Derivative Instruments on the Income Statement for Derivatives Not Designated as Hedging Instruments for the Three Months Ended March 31, 2018 and 2017

Derivatives Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income	Amount of Gain or (Loss) Recognized in Income Three Months Ended March 31, 2018	2017
Sell AUD/Buy USD Fwd Contract	Other Inc/(Exp)	**$ 11**	$ (8)
Sell CAD/Buy USD Fwd Contract	Other Inc/(Exp)	**136**	38
Total		**$ 147**	$ 30

The table below presents the total fair value classification within the fair value hierarchy for the complete portfolio of derivative transactions at March 31, 2018 (in thousands):

	Recurring Fair Value Measurements							
	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1) March 31,		**Significant Other Observable Inputs (Level 2) March 31,**		**Significant Unobservable Inputs (Level 3) March 31,**		**Total Fair Value at As of March 31,**	
	2018	2017	**2018**	2017	**2018**	2017	**2018**	2017
Assets								
Derivative Financial Instruments	$ —	$ —	$ 75	$ 36	$ —	$ —	$ 75	$ 36
Liabilities								
Derivative Financial Instruments	$ —	$ —	**$ —**	$ (21)	$ —	$ —	**$ —**	$ (21)

As of March 31, 2018, the fair value of derivatives in a net asset position was $75,000 inclusive of counterparty credit risk. As of the balance sheet date, the Company has not posted any collateral related to these agreements. If the Company had breached any of these provisions at March 31, 2018, it could have been required to settle its obligations under the agreements at their termination value of $75,000.

NOTE 12. SUBSEQUENT EVENTS

On April 24, 2018, the Company announced that the Board of Directors declared a regular quarterly cash dividend on its common stock of $0.14 per share payable June 11, 2018 to stockholders of record at the close of business May 10, 2018.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

On April 25, 2018, the Company reported its 48th consecutive quarter of improved revenue and earnings. The Company recorded first quarter revenues of $408.7 million, an increase of 8.9% over the prior year's first quarter revenue of $375.2 million. Rollins' net income increased 20.5% to $48.5 million or $0.22 per diluted share for the first quarter ended March 31, 2018, compared to $40.3 million or $0.18 per diluted share for the same period in 2017. The Northern U.S. region experienced major snow storms during the first quarter of 2018, which makes the 48th consecutive quarter of improved earnings all the more encouraging as weather normalizes.

On April 17, the Company announced that it will use part of the savings from the 2017 Tax Cuts and Jobs Act to improve employee benefits. These changes include an enhanced 401(k) match, stock grants, additional paid time off and additional employee scholarship opportunities.

On February 28, 2018, the Company announced that it has purchased the stock of AMES Group Limited and Kestrel Pest Control Limited, both companies operating in the UK. AMES Group Limited is a long established pest control company, with a rich history of providing superior pest control, bird control, and specialist services to commercial customers throughout the midlands and including London. Kestrel Pest Control provides superior commercial pest control to customers in South Hampton and surrounding areas of the Southwest. Kestrel Pest Control will merge with our Safeguard UK brand.

On March 1, 2018, the Company announced that it had completed its acquisition of OPC Services. OPC Services will continue to operate as a separate business, and one of Rollins' Specialty Brands, along with HomeTeam Pest Defense, Northwest Exterminating, Western Pest Services and Waltham Pest Services.

Rollins continued its solid financial performance generating $72.7 million in cash from operations year to date.

Results of Operations:
THREE MONTHS ENDED MARCH 31, 2018 COMPARED TO THREE MONTHS ENDED MARCH 31, 2017

Revenue

Revenues for the first quarter ended March 31, 2018 increased $33.5 million or 8.9% to $408.7 million compared to $375.2 million for the first quarter ended March 31, 2017. Growth occurred across all service lines. Approximately 4.2 percentage points of the 8.9% increase came from acquisitions while growth in customers and pricing made up the remaining 4.7 percentage points.

The Company has three primary service offerings: commercial pest control, residential pest control and termite, including ancillary services. During the first quarter ended March 31, 2018, commercial pest control revenue approximated 40% of the Company’s revenues, residential pest control approximated 40% of the Company’s revenues, and termite and ancillary service revenue approximated 19% of the Company’s revenues. Comparing first quarter 2018 to first quarter 2017, the Company’s commercial pest control revenue grew 5.6%, residential pest control revenue grew 8.4%, and termite and ancillary services revenue grew 16.2%. Foreign operations accounted for approximately 8% of total revenues during the first quarters of both 2018 and 2017, respectively.

Revenues are impacted by the seasonal nature of the Company’s pest and termite control services. The increase in pest activity, as well as the metamorphosis of termites in the spring and summer (the occurrence of which is determined by the change in seasons), has historically resulted in an increase in the Company’s revenues as evidenced by the following chart:

Consolidated Net Revenues
(in thousands)

	2018	2017	2016
First Quarter	**$ 408,742**	$ 375,247	$ 352,736
Second Quarter	—	433,555	411,133
Third quarter	—	450,442	423,994
Fourth Quarter	—	414,713	385,614
Year ended December 31,	**$ 408,742**	$ 1,673,957	$ 1,573,477

Cost of Services Provided

Cost of Services provided for the first quarter ended March 31, 2018 increased $17.0 million or 9.0% to $206.1 million, compared to $189.2 million the quarter ended March 31, 2017. Gross margin for the quarter was flat at 49.6%, compared to the prior year first quarter gross margin. The margin for the quarter was negatively affected by the severe weather in the Northeast. The Company paid $2.2 million to employees via a 401(k) match that decreased first quarter 2018 gross margin by 1 percentage point. The quarter benefited from improved efficiencies in routing and scheduling technology which also helped to lower service salaries as a percent of revenue. Service salaries were down compared to revenue, but we expect this to rise second quarter with the arrival of spring and summer months. Insurance and claims were lower than prior year as a percent of revenue as we reduced our exposure in litigation. These gains were offset by higher personnel related costs from the aforementioned 401(k) plan Company match. Fleet expenses are up as gasoline costs are up an average of $0.25 per gallon and increased lease expenses. Bad debt increased as compared to 2017.

Depreciation and Amortization

Depreciation and Amortization expenses for the first quarter ended March 31, 2018 increased $3.1 million to $16.9 million, an increase of 22.8%. Depreciation increased $0.3 million due to acquisitions and equipment purchases while amortization of intangible assets increased $2.8 million due to amortization of customer contracts included in several acquisitions which reduced the Company’s earnings per share by approximately $0.01 per diluted share after taxes.

Sales, General and Administrative

Sales, General and Administrative Expenses for the first quarter ended March 31, 2018 increased $11.3 million or 9.8%, to 30.9% of revenues, up 0.2 percentage points from 30.7% for the first quarter ended March 31, 2017. The increase in the percent of revenue is due to higher administrative salaries and personnel related expenses due to acquisitions, fleet costs due to increased gasoline prices, and professional service costs related to IT projects. The increases were partially offset by lower insurance and claims expense, due to claims and litigation resolution.

Income Taxes

Income Taxes for the first quarter ended March 31, 2018 decreased $6.3 million or 37.2% to $10.7 million from $17.0 million reported for first quarter ended March 31, 2017. The effective tax rate was 18.0% for the first quarter ended March 31, 2018 and 29.7% for the first quarter ended March 31, 2017. The decrease in the effective rate was primarily due to a reduction in the federal income tax rate enacted under the Tax Cuts and Jobs Act of 2017 (the Tax Act). The Tax Act has significant complexities and the Company, under Staff Accounting Bulletin 118, has made certain reasonable estimates that could be adjusted in future periods as required. Implementation guidance from the Internal Revenue Service, clarifications of state tax law and completion of the Company's 2017 tax return filings could all impact these estimates. The Company does not believe potential adjustments in future periods would materially impact the Company's financial condition or results of operations. Management believes that the corporate effective tax rate for 2018 will be in the mid 20% range.

Liquidity and Capital Resources

The Company believes its current cash and cash equivalents balances, future cash flows expected to be generated from operating activities and available borrowings under its $175.0 million credit facility will be sufficient to finance its current operations and obligations, and fund expansion of the business for the foreseeable future. The Company's operating activities generated net cash of $72.7 million and $56.8 million for the three months ended March 31, 2018, and 2017, respectively. During the three months ended March 31, 2018 and the same period in 2017 the Company made no contribution to its defined benefit retirement plans. The Company is adequately funded on its Pension Plans and is not expecting to make further contributions in 2018.

The Company invested approximately $6.1 million in capital expenditures, exclusive of expenditures for business acquisitions, during the three months ended March 31, 2018, compared to $5.5 million during the same period in 2017, and expects to invest approximately $22.0 million for the remainder of 2018. Capital expenditures for the first three months consisted primarily of the purchase of operating equipment replacements and technology related projects. During the three months ended March 31, 2018, the Company made expenditures for acquisitions totaling $43.2 million, compared to $3.0 million during the same period in 2017. A total of $30.6 million was paid in cash dividends ($0.14 per share) a 21.7% increase during the first three months of 2018, compared to $25.1 million or ($0.115 per share) during the same period in 2017. On April 24, 2018, the Company announced that the Board of Directors declared a regular quarterly cash dividend on its common stock of $0.14 per share payable June 11, 2018 to stockholders of record at the close of business May 10, 2018 to be funded with existing cash balances. The Company expects to continue to pay cash dividends to common stockholders, subject to the earnings and financial condition of the Company and other relevant factors. The Company did not repurchase shares of its common stock on the open market during the first three months of 2018 and during the same period in 2017. The Company has had a buyback program in place for a number of years and has routinely purchased shares when it felt the opportunity was desirable. The Board authorized the purchase of 7.5 million additional shares of the Company's common stock in July 2012. These authorizations enable the Company to continue the purchase of Company common stock when appropriate, which is an important benefit resulting from the Company's strong cash flows. The stock buy-back program has no expiration date. In total, 5.1 million additional shares may be purchased under the share repurchase program. The Company repurchased $9.2 million and $7.5 million of common stock for the three months ended March 31, 2018 and 2017, respectively, from employees for the payment of taxes on vesting restricted shares. The acquisitions, capital expenditures, share repurchases and cash dividends were funded through existing cash balances and operating activities.

The Company's balance sheet as of March 31, 2018 and December 31, 2017 includes short-term unearned revenues of $117.9 million and $109.0 million, respectively, representing approximately 7% of our annual revenue. This represents cash paid to the Company by its customers in advance of services that will be recognized over the next twelve months. The Company's $84.3 million of total cash at March 31, 2018, is held at various banking institutions. Approximately $62.7 million is held in cash accounts at foreign bank institutions and the remaining $21.6 million is primarily held in non-interest-bearing accounts at various domestic banks. The Company's international business is expanding and we intend to continue to grow the business in foreign markets in the future through reinvestment of foreign deposits and future earnings as well as acquisitions of unrelated companies. Repatriation of cash from the Company's foreign subsidiaries is not a part of the Company's current business plan. The Company maintains a large cash position in the United States while having little first-party debt to service. The Company maintains adequate liquidity and capital resources that are directed to finance domestic operations and obligations and to fund expansion of its domestic business for the foreseeable future without regard to its foreign deposits.

On October 31, 2012, the Company entered into a Revolving Credit Agreement with SunTrust Bank and Bank of America, N.A. for an unsecured line of credit of up to $175.0 million, which includes a $75.0 million letter of credit subfacility, and a $25.0 million swingline subfacility. The Company had no outstanding borrowings under the line of credit or under the swingline subfacility as of March 31, 2018. The Company remained in compliance with applicable debt covenants through the date of this filing and expects to maintain compliance through 2018.

Litigation

In the normal course of business, certain of the Company's subsidiaries are defendants in a number of lawsuits, claims or arbitrations which allege that the subsidiaries' services caused damage. In addition, the Company defends employment related cases and claims from time to time. We are involved in certain environmental matters primarily arising in the normal course of business. We are actively contesting each of these matters.

Management does not believe that any pending claim, proceeding or litigation, either alone or in the aggregate will have a material adverse effect on the Company's financial position, results of operations or liquidity; however, it is possible that an unfavorable outcome of some or all of the matters, however unlikely, could result in a charge that might be material to the results of an individual quarter or year.

Critical Accounting Policies

There have been no changes to the Company's critical accounting policies since the filing of its Form 10-K for the year ended December 31, 2017, other than Topic 606.

New Accounting Standards

See Note 2 of the Notes to Condensed Consolidated Financial Statements for a description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition.

Forward-Looking Statements

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, without limitation, the effect of the future adoption of recent accounting pronouncements on the Company's financial statements; statements regarding management's expectation regarding the effect of the ultimate resolution of pending claims, proceedings or litigation on the Company's financial position, results of operation and liquidity; the Company's belief that its current cash and cash equivalent balances, future cash flows expected to be generated from operating activities and available borrowings will be sufficient to finance its current operations and obligations, and fund expansion of the business for the foreseeable future; our expectation that the Company will continue to pay dividends; our intention to continue to grow the business in foreign markets in the future through reinvestment of foreign deposits and future earnings as well as acquisitions of unrelated companies and that repatriation of cash is not a part of the Company's business plan; the expectation of no defined benefit retirement plan contributions: the Company's expectation regarding capital expenditure for the remainder of 2018; the Company's expectations regarding our corporate tax rate for 2018; the expectation of sales salaries to rise in the second quarter; the Company's expectation to maintain compliance with debt covenants; and the Company's belief that interest rate exposure and foreign exchange rate risk will not have a material effect on the Company's results of operations going forward. The actual results of the Company could differ materially from those indicated by the forward-looking statements because of various risks and uncertainties including, without limitation, the possibility of an adverse ruling against the Company in pending litigation; general economic conditions; actions taken by our franchisees, subcontractors or vendors that may harm our business; market risk; changes in industry practices or technologies; a breach of data security; the degree of success of the Company's termite process and pest control selling and treatment methods; damage to our brands or reputation; our ability to protect our intellectual property and other proprietary rights; the Company's ability to identify and successfully integrate potential acquisitions; climate and weather conditions; competitive factors and pricing practices; our ability to attract and retain skilled workers, and potential increases in labor costs; changes in various government laws and regulations, including environmental regulations; and the existence of certain anti-takeover provisions in our governance documents, which could make a tender offer, change in control or takeover attempt that is opposed by the Company's Board of Directors more difficult or expensive. All of the foregoing risks and uncertainties are beyond the ability of the Company to control, and in many cases the Company cannot predict the risks and uncertainties that could cause its actual results to differ materially from those indicated by the forward-looking statements. A more detailed discussion of potential risks facing the Company can be found in the Company's Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2017. The Company does not undertake to update its forward-looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of March 31, 2018, the Company maintained an investment portfolio (included in cash and cash equivalents) subject to short-term interest rate risk exposure. The Company is subject to interest rate risk exposure through borrowings on its $175 million credit facility. The Company is also exposed to market risks arising from changes in foreign exchange rates. See Note 11 to Part I, Item 1 for a discussion of the Company's investments in derivative financial instruments to manage risks of fluctuations in foreign exchange rates. The Company believes that this foreign exchange rate risk will not have a material impact upon the Company's results of operations going forward. There have been no material changes to the Company's market risk exposure since the end of fiscal year 2017.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of March 31, 2018 (the "Evaluation Date"). Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the Evaluation

Date to ensure that the information required to be included in reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

In addition, management's quarterly evaluation identified no changes in our internal control over financial reporting during the first quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. As of March 31, 2018, we did not identify any material weaknesses in our internal controls, and therefore no corrective actions were taken.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

See Note 5 to Part I, Item 1 for discussion of certain litigation.

Item 1A. Risk Factors

See the Company's risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Shares repurchased by Rollins and affiliated purchases during the first quarter ended March 31, 2018 were as follows:

Period	Total Number of shares Purchased (1)	Weighted-Average Price paid per Share	Total number of shares purchased as part of publicly announced repurchases (2)	Maximum number of shares that may yet be purchased under the repurchase plans
January 1 to 31, 2018	165,852	$ 49.92	—	5,073,611
February 1 to 28, 2018	3,589	50.85	—	5,073,611
March 1 to 31, 2018	15,277	49.87	—	5,073,611
Total	184,718	$ 49.94	—	5,073,611

(1)Includes repurchases from employees for the payment of taxes on vesting of restricted shares in the following amounts: January 2018: 165,852; February 2018: 3,589; and March 2018: 15,277

(2)The Company has a share repurchase plan, adopted in 2012, to repurchase up to 7.5 million shares of the Company's common stock. The plan has no expiration date.

Item 5. Exhibits.

(a) Exhibits

(3)	(i)	(A) Restated Certificate of Incorporation of Rollins, Inc. dated July 28, 1981, incorporated herein by reference to Exhibit (3)(i)(A) as filed with the registrant's Form 10-Q filed August 1, 2005.
		(B) Certificate of Amendment of Certificate of Incorporation of Rollins, Inc. dated August 20, 1987, incorporated herein by reference to Exhibit 3(i)(B) filed with the registrant's 10-K filed March 11, 2005.
		(C) Certificate of Change of Location of Registered Office and of Registered Agent dated March 22, 1994, incorporated herein by reference to Exhibit (3)(i)(C) filed with the registrant's Form 10-Q filed August 1, 2005.
		(D) Certificate of Amendment of Certificate of Incorporation of Rollins, Inc. dated April 25, 2006, incorporated herein by reference to Exhibit 3(i)(D) filed with the registrant's 10-Q filed October 31, 2006.
		(E) Certificate of Amendment of Certificate of Incorporation of Rollins, Inc. dated April, 26, 2011, incorporated herein by reference to Exhibit 3(i)(E) filed with the Registrant's 10-K filed February 25, 2015.
		(F) Certificate of Amendment of Certificate of Incorporation of Rollins, Inc. dated April 28, 2015, incorporated herein by reference to Exhibit 3(i)(F) filed with the Registrant's 10-Q filed on July 29, 2015.
	(ii)	Amended and Restated By-laws of Rollins, Inc., incorporated herein by reference to exhibit 3(ii) as filed with its Form 10-Q for the quarter ended March 31, 2017.
(4)		Form of Common Stock Certificate of Rollins, Inc., incorporated herein by reference to Exhibit (4) as filed with its Form 10-K for the year ended December 31, 1998.
(10.1)		Form of Time-Lapse Restricted Stock Agreement
(31.1)		Certification of Chief Executive Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(31.2)		Certification of Chief Financial Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(32.1)		Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(101.INS)		XBRL Instance Document
(101.SCH)		XBRL Taxonomy Extension Schema Document
(101.CAL)		XBRL Taxonomy Extension Calculation Linkbase Document
(101.DEF)		XBRL Taxonomy Extension Definition Linkbase Document
(101.LAB)		XBRL Taxonomy Extension Label Linkbase Document
(101.PRE)		XBRL Taxonomy Extension Presentation Linkbase Document

\+ Confidential treatment has been requested for certain portions of this exhibit (indicated by asterisks). Such information has been omitted and was filed separately with the securities and Exchange Commission.

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.

ROLLINS, INC.
(Registrant)

Date: April 27, 2018	By:	/s/ Gary W. Rollins
		Gary W. Rollins
		Vice Chairman and Chief Executive Officer
		(Principal Executive Officer)
Date: April 27, 2018	By:	/s/ Paul E. Northen
		Paul E. Northen
		Vice President, Chief Financial Officer and Treasurer
		(Principal Financial and Accounting Officer)

ROLLINS, INC.

TIME-LAPSE RESTRICTED STOCK AGREEMENT

TIME-LAPSE RESTRICTED STOCK AGREEMENT made as of the day of , 20 , between Rollins, Inc., a Delaware corporation (hereinafter called the “Company”), and [[FIRSTNAME]] [[LASTNAME]], an employee of the Company or one or more of its subsidiaries (hereinafter called the “Employee”).

WHEREAS, the Company desires to grant to the Employee, as an incentive for Employee to promote the interests of the Company and its subsidiaries, [[SHARESGRANTED]] shares of its Common Stock, par value $1.00 per share (hereinafter called the “Common Stock”), subject to certain continued employment and vesting criteria, pursuant to the terms and provisions of the Company’s 2008 Employee Stock Incentive Plan (hereinafter called the “Plan”), as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth and Employee’s employment by the Company, the parties hereto agree as follows:

THE PLAN. This Agreement is made pursuant to and in accordance with the terms and provisions of the Plan. Anything in this Agreement to the contrary notwithstanding, the terms and provisions of the Plan, all of which are hereby incorporated herein by reference, shall be controlling in the event of any inconsistency herewith.

1. ADMINISTRATION. The Plan shall be administered by a committee of the Board of Directors of the Company, hereinafter referred to as the “Compensation Committee”, unless administration of the Plan is assumed by the Board of Directors of the Company. The Compensation Committee is authorized and empowered to administer and interpret the Plan and this Agreement. Any interpretations of this Agreement or of the Plan made by the Compensation Committee shall be final and binding upon the parties hereto.

2. GRANT OF TIME-LAPSE RESTRICTED STOCK. Effective as of ,20 (the “Grant Date”), the Company hereby irrevocably grants to the Employee [[SHARESGRANTED]] shares of Common Stock, which shares are subject to satisfaction of the vesting requirements and the terms and conditions hereinafter set forth (such shares of Common Stock being hereinafter referred to in the aggregate as the “Time-Lapse Restricted Stock”).

3. SERVICE/EMPLOYMENT; VESTING.

   (a) All Time-Lapse Restricted Stock shall vest as follows: 20 percent effective on the second anniversary of the Grant Date, then 20 percent annually thereafter, and will be fully vested by the sixth anniversary of the Grant Date, but only if, through such date, Employee shall have been in the continuous employ of the Company or a subsidiary thereof, in a position of equivalent or greater responsibility as on the Grant Date.

   Vesting Schedule:

   [[ALLVESTSEGS]]
   Total: [[SHARESGRANTED]]

If Employee's employment with the Company terminates at any time prior to the vesting pursuant to this Section 3 of the Time-Lapse Restricted Stock issued hereunder, he or she shall forfeit all unvested Time-Lapse Restricted Stock, unless the Employee's employment terminates due to his or her (i) permanent Disability (as defined in the Plan), in which case a portion of such unvested Time-Lapse Restricted Stock pursuant to this Agreement may vest. In the case of permanent Disability, the number of shares to vest immediately will be determined by prorating the Time-Lapse Restricted Stock by dividing the total number of months elapsed from the Grant Date to the date of permanent Disability by 72, multiplying the result by the aggregate amount of Time-Lapse Restricted Stock pursuant to this Agreement, and reducing the result by any previously vested shares pursuant to this Agreement, if any, [Example: Employee becomes permanently disabled 33 months after receiving a grant of 6,000 shares of Time-Lapse Restricted Stock; 1,200 shares vested on the second anniversary of the Grant Date; and an additional 1,548 shares shall vest upon permanent Disability calculated as follows - 33/72 = 45.8% X 6,000 = 2,748 less 1,200 shares] or (ii) death, in which case all unvested Time-Lapse Restricted Stock shall vest immediately. The transfer of employment by Employee between the Company and a subsidiary thereof shall not be deemed a termination of employment under the Plan or this Agreement.

(b) Upon the occurrence of a Change in Control, as determined by the Board of Directors, all unvested Time-Lapse Restricted Stock shall vest immediately.

4. <u>ESCROW; DIVIDENDS AND VOTING RIGHTS</u>. Prior to the completion of the vesting periods referenced in Section 3 above, all shares of Time-Lapse Restricted Stock shall be held in escrow by the Company for the benefit of Employee. During such period, prior to any forfeiture of the shares, Employee shall receive all cash dividends declared with respect to the shares held as of the record date and shall have the right to exercise all voting rights with respect to the shares. At the discretion of the Company, any share certificates so held in escrow shall be inscribed with a legend referencing the transfer restrictions contained in this Agreement and any other applicable transfer restrictions. Any share certificates issued pursuant to a stock split or as dividends with respect to the Time-Lapse Restricted Stock held in escrow shall also be held in escrow on the same terms as the Time-Lapse Restricted Stock and shall be released at the same time as, and subject to the same risk of forfeiture as, the shares with respect to which they were issued. Any issued Time-Lapse Restricted Stock which the Employee does not forfeit pursuant to Section 3 above shall be transferred to the Employee free of any forfeiture conditions under the Plan or this Agreement as soon as practicable after the service vesting condition under Section 3 above has been satisfied or no longer applies; provided, however, that if the Compensation Committee at any time before such transfer reasonably determines that the Employee might have violated any applicable criminal law, the Compensation Committee shall have the right to cause all of Employee's Time-Lapse Restricted Stock then held in escrow to be forfeited, without regard to whether (i) Employee has satisfied the service vesting condition set forth in Section 3 before the date the Compensation Committee makes such determination, or (ii) Employee's employment is (or might have been) terminated as a result of such conduct.

5. <u>NON-TRANSFERABILITY</u>. No Time-Lapse Restricted Stock granted pursuant to this Agreement shall be assignable or transferable, and such Time-Lapse Restricted Stock shall not be subject to execution, attachment or other process, until that date on which the Time-Lapse Restricted Stock vests pursuant to Section 3 above. Any attempt by the employee to alienate, assign, pledge, hypothecate or otherwise dispose of the Employee's interest in this Agreement or any Restricted Stock prior to its becoming fully vested shall be ineffective and shall permit the Company to terminate this Agreement and cause the forfeiture of any unvested shares. The Company may, at its discretion,

place a legend to such effect on the certificates representing the shares of Time-Lapse Restricted Stock and issue appropriate stop transfer instructions to the Company's transfer agent.

6. CHANGE IN CAPITALIZATION . If there are any changes in the capitalization of the Company affecting in any manner the number or kind of outstanding shares of Common Stock of the Company, whether such changes occur by declaration of a stock dividend or stock split or in the event of any merger, reorganization, consolidation, or similar event, such substitute or adjustment shall be made in the shares subject to this Time-Lapse Restricted Stock award as may be determined to be appropriate by the Compensation Committee, in its sole discretion, provided that the number of shares subject to any Award shall always be a whole number. To the extent that the foregoing adjustments relate to stock or securities of the Company, such adjustments shall be made by the Board of Directors, whose determination in that respect shall be final, binding and conclusive. The Compensation Committee need not treat other holders of Time-Lapse Restricted Stock in the same manner as Employee is treated.

7. REQUIREMENTS OF LAW. If any law, regulation of the Securities and Exchange Commission, or any regulation of any other commission or agency having jurisdiction shall require the Company or the Employee to take any action prior to the issuance or release from escrow of any shares of Time-Lapse Restricted Stock, then the date upon which the Company shall deliver or cause to be issued or released from escrow the certificate or certificates for such shares of Time-Lapse Restricted Stock shall be postponed until full compliance has been made with all such requirements or law or regulations. Further, at or before the time of issuance of any shares of Time-Lapse Restricted Stock, the Employee shall, if requested by the Company, deliver to the Company his/her written statement that he/she intends to hold such shares for investment and not with a view to resale or other distribution thereof to the public. Further, in the event the Company shall determine that, in compliance with the Securities Act of 1933, as amended, or other applicable statute or regulation, it is necessary to register any of the shares of Time-Lapse Restricted Stock, or to qualify any such shares for exemption from any of the requirements of the Securities Act of 1933, as amended, or other applicable statute or regulations, then the Company shall take such action at its own expense, but not until such action has been completed shall the shares be issued in the name of the Employee.

8. WITHHOLDING. The Company shall have the power and the right to deduct or withhold or require an Employee to remit to the Company, an amount (including any shares of Common Stock withheld as provided herein) sufficient to satisfy Federal, state and local taxes (including the Employee's FICA obligation) required by law to be withheld with respect to vesting of Time-Lapse Restricted Stock pursuant to this agreement. With the Company's consent, the Employee may elect that such tax-withholding requirements be satisfied, in whole or in part, (1) by tendering shares of Common Stock held by the Employee at least twelve (12) months prior to their tender or (2) through a reduction in the number of shares of Time-Lapse Restricted Stock issued or transferred to the Employee. Any such election shall be irrevocable, made in writing and acknowledged by the Employee. The Company reserves the right to reduce the number of shares of Time-Lapse Restricted Stock issued or transferred to the Employee in order to satisfy such minimum applicable tax withholding requirements.

9. NO EFFECT ON EMPLOYMENT. Nothing herein shall be construed to grant Employee the right to continued employment with the Company or to limit or restrict the right of the Company or any of its subsidiaries to terminate an Employee's employment at any time, with or without cause, or to increase or decrease the compensation of the Employee from the rate in existence at the date hereof.

10. GOVERNING LAW. This Agreement and all awards made and actions taken hereunder shall be governed by and construed in accordance with the Delaware General Corporation Law, to the extent applicable, and in accordance with the laws of the State of Georgia in all other respects.

IN WITNESS WHEREOF, the Company has caused this Time-Lapse Restricted Stock Agreement to be duly executed by an authorized officer, and the Employee has hereunto set his/her hand, via electronic acceptance, all as of the day and year first above written.

ROLLINS, INC.

By: ______________________________
Its President

Exhibit 31.1

I, Gary W. Rollins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rollins, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 27, 2018

/s/ Gary W. Rollins

Gary W. Rollins,
Vice Chairman and Chief Executive Officer
(Principle Executive Officer)

Exhibit 31.2

I, Paul E. Northen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rollins, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2018

/s/ Paul E. Northen

Paul E. Northen
Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION OF PERIODIC FINANCIAL REPORTS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Rollins, Inc., a Delaware corporation (the “Company”), on Form 10-Q for the period ended March 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned certifies, pursuant to 18 U.S.C. sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 27, 2018	By:	/s/ Gary W. Rollins
		Gary W. Rollins Vice Chairman and Chief Executive Officer (Principle Executive Officer)
Date: April 27, 2018	By:	/s/ Paul E. Northen
		Paul E. Northen Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)

This certification shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.