

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

FORM 10-K/A  
AMENDMENT NO. 1

(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, 2001

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 No. 1-4422

ROLLINS, INC.

(Exact name of registrant as specified in its charter)

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

2170 Piedmont Road, N.E., Atlanta, Georgia 30324  
(Address of principal executive offices) (Zip Code)

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

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

Title of each class	Name of each Exchange on which registered
Common Stock, \$1 Par Value	The New York Stock Exchange The Pacific Stock Exchange

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

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.

The aggregate market value of Rollins, Inc. Common Stock held by non-affiliates on February 26, 2002, was \$282,498,380 based on the closing price on the New York Stock Exchange on such date of \$20.00 per share.

Rollins, Inc. had 30,160,062 shares of Common Stock outstanding as of February 26, 2002.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Explanatory Note: The undersigned registrant hereby amends its Form 10-K for the year ended December 31, 2001. This Amendment No. 1 on Form 10-K/A is being filed to include, as Exhibit 99c, a letter to the Commission that the registrant has received the required representations from its independent auditors, Arthur Anderson LLP, as required under Temporary Final Rule and Final Rule: Requirements for Arthur Andersen LLP Auditing Clients, Temporary Note 3T, effective March 18, 2002.

The registrant hereby amends Item 14 of the Form 10-K as follows:

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(a) Consolidated Financial Statements, Financial Statement Schedule and Exhibits.

1. Consolidated financial statements listed in the accompanying Index to Consolidated Financial Statements and Schedule are filed as part of this report.
2. The financial statement schedule listed in the accompanying Index to Consolidated Financial Statements and Schedule is filed as part of this report.
3. Exhibits listed in the accompanying Index to Exhibits are filed as part of this report. The following such exhibits are management contracts or compensatory plans or arrangements:
  - (10) (a) Rollins, Inc. 1984 Employee Incentive Stock Option Plan is incorporated herein by reference to Exhibit 10 as filed with its Form 10-K for the year ended December 31, 1996.
  - (10) (b) Rollins, Inc. 1994 Employee Stock Incentive Plan is incorporated herein by reference to Exhibit (10) (b) as filed with its Form 10-K for the year ended December 31, 1999.
  - (10) (c) Rollins, Inc. 1998 Employee Stock Incentive Plan is incorporated herein by reference to Exhibit A of the March 24, 1998 Proxy Statement for the Annual Meeting of Stockholders held on April 28, 1998.

(b) Reports on Form 8-K.

1. No reports on Form 8-K were filed or were required to be filed during the fourth quarter of calendar year 2001.

(c) Exhibits (inclusive of item 3 above):

- (2) (a) Asset Purchase Agreement by and between Orkin Exterminating Company, Inc. and PRISM Integrated Sanitation Management, Inc. is incorporated herein by reference to Exhibit (2) as filed with its Form 10-Q filed on August 16, 1999.
- (b) Stock Purchase Agreement as of September 30, 1999, by and among Orkin Canada, Inc., Orkin Expansion, Inc., S.C. Johnson Commercial Markets, Inc., and S.C. Johnson Professional, Inc. is incorporated herein by reference to Exhibit (2) (b) as filed with its Form 10-K for the year ended December 31, 1999.
- (c) Asset Purchase Agreement as of October 19, 1999 by and between Orkin Exterminating Company, Inc., Redd Pest Control Company, Inc., and Richard L. Redd is incorporated herein by reference to Exhibit (2) (c) as filed with its Form 10-K for the year ended December 31, 1999.
- (d) First Amendment to Asset Purchase Agreement dated as of December 1, 1999, by and among Orkin Exterminating Company, Inc., Redd Pest Control Company, Inc. and Richard L. Redd is incorporated herein by reference to Exhibit (2) (d) as filed with its Form 10-K for the year ended December 31, 1999.
- (e) Asset Purchase Agreement, dated as of October 1, 1997, by and among Rollins, Ameritech Monitoring Services, Inc. and Ameritech Corporation is incorporated herein by reference to Exhibit 2.1 as filed with its Form 8-K Current Report filed October 16, 1997.
- (3) (i) Restated Certificate of Incorporation of Rollins, Inc. is incorporated herein by reference to Exhibit (3) (i) as filed with its Form 10-K for the year ended December 31, 1997.
- (ii) By-laws of Rollins, Inc. are incorporated herein by reference to Exhibit (3) (ii) as filed with its Form 10-Q for the quarterly period ended March 31, 1999.
- (iii) Amendment to the By-laws of Rollins, Inc. is incorporated herein by reference to Exhibit (3) (iii) as filed with its Form 10-Q for the quarterly period ended March 31, 2001.
- (4) Form of Common Stock Certificate of Rollins, Inc. is incorporated herein by reference to Exhibit (4) as filed with its Form 10-K for the year ended December 31, 1998.

- (10) (a) Rollins, Inc. 1984 Employee Incentive Stock Option Plan is incorporated herein by reference to Exhibit (10) as filed with its Form 10-K for the year ended December 31, 1996.
- (10) (b) Rollins, Inc. 1994 Employee Stock Incentive Plan is incorporated herein by reference to Exhibit (10)(b) as filed with its Form 10-K for the year ended December 31, 1999.
- (10) (c) Rollins, Inc. 1998 Employee Stock Incentive Plan is incorporated herein by reference to Exhibit A of the March 24, 1998 Proxy Statement for the Annual Meeting of Stockholders held on April 28, 1998.
- (13) Portions of the Annual Report to Stockholders for the year ended December 31, 2001 which are specifically incorporated herein by reference.
- (21)\* Subsidiaries of Registrant.
- (23)\* Consent of Independent Public Accountants
- (24)\* Powers of Attorney for Directors.
- (99) (a)\*The financial statements and exhibits required by Form 11-K with respect to the Rollins 401(k) Plan for fiscal years ended December 31, 2001 and 2000 and the auditors' report thereon.
- (99) (b)\*Consent of Independent Public Accountants with respect to Form 10-K for the Rollins 401(k) Plan.
- (99) (c)\*\*Letter from the Company to the SEC with respect to representations received from Arthur Andersen LLP.

-----  
\* Previously filed.  
\*\* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

By: /s/ HARRY J. CYNKUS

-----  
Harry J. Cynkus  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting  
Officer)

Date: March 28, 2002

Rollins, Inc.  
2170 Piedmont Road, NE  
Atlanta, GA 30324

March 28, 2002

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0408

Ladies and Gentlemen:

This letter is written pursuant to Temporary Note 3T to Article 3 of Regulation S-X. Rollins, Inc. (the "Company") has received a representation letter from Arthur Andersen LLP ("Andersen") stating that the audit of the consolidated balance sheets of the Company and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of income, changes in equity and cash flows for each of the three years in the period ended December 31, 2001, was subject to Andersen's quality control system for the U.S. accounting and auditing practice to provide reasonable assurance that the engagement was conducted in compliance with professional standards, and that there was appropriate continuity of Andersen personnel working on the audit and availability of national office consultation to conduct the relevant portions of the audit. Availability of personnel at foreign affiliates of Andersen is not relevant to this audit.

Very truly yours,

ROLLINS, INC.

By: /s/ HARRY J. CYNKUS

-----  
Harry J. Cynkus  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)  
March 28, 2002