

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **September 6, 2023**

ROLLINS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-4422

(Commission File Number)

51-0068479

(I.R.S. Employer Identification No.)

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**

Not Applicable

(Former name of former address, if changes since last report.)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	ROL	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

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

Item 7.01 Regulation FD Disclosure.

On September 6, 2023, Rollins, Inc. (the “Company”) announced the launch of a public offering (the “Offering”) of \$1.35 billion of shares of its common stock, par value \$1.00 per share (the “Common Stock”), held by LOR, Inc. (the “Selling Stockholder”), one of the Company’s existing stockholders. The Selling Stockholder will be the sole selling stockholder and will grant to the underwriters an option to purchase up to an additional \$202.5 million of shares of Common Stock. The Company will not issue shares in the Offering and will not receive any proceeds from the Offering. In connection with the Offering, the Selling Stockholder is expected to enter into a lock-up agreement for a period of 365 days from the pricing date of the Offering, during which time the Selling Stockholder will be restricted from engaging in certain transactions with respect to its shares of Common Stock.

In addition, subject to the closing of the Offering, the Company intends to repurchase approximately \$300 million of the shares of common stock being offered in the Offering at the same per share price to be paid by the underwriters to the Selling Stockholder in the Offering (the “Share Repurchase”). The completion of the Share Repurchase is conditioned on, and is expected to close concurrently with, the Offering. The closing of the Offering is also conditioned on the completion of the Share Repurchase. The Offering is subject to market and other conditions, and there can be no assurance as to whether or when the Offering may be completed. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 7.01 of this report (including Exhibit 99.1 hereto) is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by Rollins, Inc., dated September 6, 2023
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Rollins, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROLLINS, INC.

Date: September 6, 2023

By: /s/ Kenneth D. Krause
Name: Kenneth D. Krause
Title: Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Rollins, Inc. Announces Launch of Secondary Public Offering of Common Stock

ATLANTA, September 6, 2023 -- Rollins, Inc. (NYSE: ROL) (“Rollins” or the “Company”) today announced the commencement of a proposed secondary public offering of \$1.35 billion of shares of its common stock (the “Offering”) by LOR, Inc., one of the Company’s existing stockholders (the “Selling Stockholder”).

The underwriters will have a 30-day option to purchase up to an additional \$202.5 million of shares of common stock from the Selling Stockholder. Rollins is not selling any shares and will not receive any proceeds from the Offering.

In connection with the Offering, the Selling Stockholder is expected to enter into a lock-up agreement for a period of 365 days from the pricing date of the Offering, during which time the Selling Stockholder will be restricted from engaging in certain transactions with respect to its shares of the Company’s common stock.

In addition, subject to the closing of the Offering, the Company intends to repurchase approximately \$300 million of the shares of common stock being offered in the Offering at the same per share price to be paid by the underwriters to the Selling Stockholder in the Offering (the “Share Repurchase”). The completion of the Share Repurchase is conditioned on, and is expected to close concurrently with, the closing of the Offering. The closing of the Offering is also conditioned on the completion of the Share Repurchase. The Offering is subject to market and other conditions, and there can be no assurance as to whether or when the Offering may be completed.

Goldman Sachs & Co. LLC and Morgan Stanley are acting as joint book-running managers for the Offering.

The Offering is being made pursuant to a shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission (“SEC”) and declared effective by the SEC on June 22, 2023. A preliminary prospectus supplement relating to the Offering will be filed with the SEC. The securities may be offered only by means of a written prospectus, including a prospectus supplement, forming a part of the effective registration statement. When available, copies of the preliminary prospectus supplement and accompanying base prospectus relating to the Offering may be obtained from the SEC at <http://www.sec.gov>. Alternatively, copies of the preliminary prospectus supplement and the accompanying prospectus relating to the Offering can be obtained, when available, from: Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, New York 10282, by telephone at 1-866-471-2526 or by email at prospectus-ny@ny.email.gs.com; or Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street 2nd Floor, New York, New York 10014.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Rollins, Inc.

Rollins, Inc. (ROL) is a premier global consumer and commercial services company. Through its family of leading brands, the Company and its franchises provide essential pest control services and protection against termite damage, rodents, and insects to more than 2.8 million customers in North America, South America, Europe, Asia, Africa, and Australia, with more than 19,000 employees from more than 800 locations. Rollins is parent to Orkin, HomeTeam Pest Defense, Clark Pest Control, Northwest Exterminating, McCall Service, Trutech, Critter Control, Western Pest Services, Waltham Services, OPC Pest Services, The Industrial Fumigant Company, PermaTreat, Crane Pest Control, Missquito, Fox Pest Control, Orkin Canada, Orkin Australia, Safeguard (UK), Aardwolf Pestkare (Singapore), and more.

Caution Regarding Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties concerning the business and financial results of Rollins, Inc. We have based these forward-looking statements largely on our current opinions, expectations, beliefs, plans, objectives, assumptions and projections about future events and financial trends affecting our operating results and financial condition of our business. Such forward-looking statements are generally identified by the use of forward-looking terminology, including words such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “seeks,” “should” and similar expressions or variations of such words.

Forward-looking statements are based on information available at the time those statements are made and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements, including, but not limited to, risks regarding:

- our ability to maintain our competitive position in the pest control industry in the future;
 - our inability to identify, complete or successfully integrate acquisitions or guarantee that any acquisitions will achieve the anticipated financial benefits;
 - our ability to expand into international markets;
 - our ability to maintain and enhance our brands and develop a positive client reputation;
 - labor shortages and/or our ability to attract and retain skilled workers;
 - climate change and unfavorable weather conditions;
 - the effects of a pandemic, including the COVID-19 pandemic;
 - adverse economic conditions;
 - cybersecurity incidents;
 - noncompliance with, changes to, or increased enforcement of federal, state and local laws and regulations pertaining to environmental, public health and safety matters, including those related to the pest control industry;
 - our capital and ownership structure; and
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- other risks, uncertainties and factors included or incorporated by reference in this press release and in our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q.

Such risks and uncertainties are beyond our ability to control, and in many cases, we cannot predict the risks and uncertainties that could cause our actual results to differ materially from those indicated by the forward-looking statements. Given these risks, uncertainties and other factors, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date such forward-looking statements are made. Except as required by law, we assume no obligation to update these forward-looking statements publicly or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

You should read carefully this press release completely and with the understanding that our actual future results may be materially different from what we expect. We hereby qualify all of our forward-looking statements by these cautionary statements.

Contact

Investor Relations

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(404) 888-2000

SOURCE Rollins, Inc.