

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ROLLINS, INC.

(Exact name of registrant as specified in its charter)

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

2170 Piedmont Road, N.E. Atlanta, Georgia 30324
(Address of Principal Executive Offices) (Zip Code)

Rollins, Inc. 1994 Employee Stock Incentive Plan
(Full title of the plan)

R. Randall Rollins,
Chairman of the Board
2170 Piedmont Road, N.E.
Atlanta, Georgia 30324
(Name and address of agent for service)

(404) 888-2000

(Telephone number, including area code, of agent for service)

Copies to:
Jonathan Golden, Esq.
Arnall Golden & Gregory
55 Park Place, Suite 400
Atlanta, Georgia 30303-2598
(404) 527-4646

CALCULATION OF REGISTRATION FEE*

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock \$1.00 Par Value	1,200,000 Shares	\$29.875	\$35,850,000.00	\$12,363.00

* Calculated pursuant to Rule 457(h), based upon the average of the high and low prices reported for the Common Stock on the New York Stock Exchange on February 15, 1994.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference. The following documents are incorporated by reference in the Registration Statement:

(a) The registrant's annual report on Form 10-K for the year ended December 31, 1992.

(b) All other reports filed by the registrant pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 1992.

(c) The description of the registrant's Common Stock contained in the registrant's registration statement filed under Section 12 of the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such

documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities. Not applicable.

Item 5. Interests of Named Experts and Counsel. Certain legal matters will be passed upon for the Company by Arnall Golden & Gregory, Atlanta, Georgia.

Item 6. Indemnification of Directors and Officers. The registrant is a Delaware corporation. Section 145 of the Delaware General Corporation Law provides for indemnification of officers, directors and other persons for losses and expenses incurred under certain circumstances. The registrant's ByLaws provide for indemnification of officers, directors and the registrant's general counsel to the fullest extent permitted by Section 145 of the Delaware General Corporation Law.

Item 7. Exemption from Registration Claimed. Not applicable.

Item 8. Exhibits. The following Exhibits are furnished as part of this Registration Statement:

EXHIBIT NO.	EXHIBITS
5	Opinion of Arnall Golden & Gregory regarding legality
23(a)	Consent of Arnall Golden & Gregory (included in Exhibit No. 5)
23(b)	Consent of Arthur Andersen & Co.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on January 25, 1994.

ROLLINS, INC.

By: R. Randall Rollins
R. Randall Rollins
Chairman of the Board of
Directors (Principal Executive
Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints R. Randall Rollins and Gary W. Rollins, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue

hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
R. Randall Rollins	Chairman of the Board	January 25, 1994
R. Randall Rollins	and Chief Executive Officer (Principal Executive Officer)	
Gene L. Smith	Chief Financial Officer,	January 25, 1994
Gene L. Smith	Secretary and Treasurer (Principal Financial and Accounting Officer)	
Gary W. Rollins	Director	January 25, 1994
Gary W. Rollins		
John W. Rollins	Director	January 25, 1994
John W. Rollins		
Henry B. Tippie	Director	January 25, 1994
Henry B. Tippie		
Wilton Looney	Director	January 25, 1994
Wilton Looney		
James B. Williams	Director	January 25, 1994
James B. Williams		
Bill J. Dismuke	Director	January 25, 1994
Bill J. Dismuke		

EXHIBIT 5

ARNALL GOLDEN & GREGORY
55 Park Place, N.W.
Suite 400
Atlanta, Georgia 30303-2598

February 18, 1994

ROLLINS, INC.
2170 Piedmont Road, N.E.
Atlanta, Georgia 30324

Re: Form S-8 Registration Statement

Gentlemen:

We have acted as counsel to Rollins, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to an offer by the Company of up to 1,200,000 shares of the Company's Common Stock, \$1.00 par value (the "Shares"), pursuant to the Company's 1994 Employee Stock Incentive Plan ("Plan").

In acting as counsel to the Company, we have examined and relied upon such corporate records, documents, certificates and other instruments and examined such questions of law as we have considered necessary or appropriate for the purposes of this opinion. In addition, we assume that the purchase price per

Share will, in all cases, equal or exceed the par value of a Share. Based upon and subject to the foregoing, we advise you that in our opinion the Shares to be sold pursuant to and in accordance with the Plan have been duly and validly authorized and will, upon receipt in full of the purchase price provided in the Plan and upon issuance pursuant to a current prospectus in conformity with the Act, be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm under the caption "Interests of Named Experts and Counsel" contained therein and elsewhere in the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Very truly yours,

ARNALL GOLDEN & GREGORY

ARNALL GOLDEN & GREGORY

EXHIBIT 23(b)

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 15, 1993 included in Rollins, Inc.'s Form 10-K for the year ended December 31, 1992 and to all references to our firm included in this registration statement.

ARTHUR ANDERSEN & CO.

Atlanta, Georgia
February 7, 1994