

**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): **April 28, 2010**

**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**

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))

**Item 2.02. Results of Operations and Financial Condition.**

On April 28, 2010, the Company issued a press release announcing its results for the first quarter ended March 31, 2010. The Company hereby incorporates by reference herein the information set forth in its Press Release dated April 28, 2010, a copy of which is attached hereto as Exhibit 99.1. Except as otherwise provided in the press release, the press release speaks only as of the date of such press release and such press release shall not create any implication that the affairs of the Company have continued unchanged since such date.

Except for the historical information contained in this report, the statements made by the Company are forward-looking statements that involve risks and uncertainties. All such statements are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. The Company's future performance could differ significantly from the expectations of management and from results expressed or implied in the Press Release. See the risk factors contained in the Press Release for a discussion of certain risks and uncertainties that may impact such forward-looking statements. For further information on other risk factors, please refer to the "Risk Factors" contained in the Company's Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission. The Company disclaims any obligation or duty to update or modify these forward-looking statements.

**Item 9.01. Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Dated April 28, 2010.

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**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: April 28, 2010

By: /s/ Harry J. Cynkus  
Name: Harry J. Cynkus  
Title: Senior Vice President, Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

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FOR IMMEDIATE RELEASE

**ROLLINS, INC. REPORTS FIRST QUARTER 2010  
FINANCIAL RESULTS**

**ATLANTA, GEORGIA, April 28, 2010:** Rollins, Inc. (NYSE:ROL), a premier North American consumer and commercial services company, today reported strong unaudited financial results for its first quarter ended March 31, 2010. The Company recorded first quarter revenues of \$253.0 million, an increase of 4.1% over the prior year's first quarter revenue of \$243.0 million. Net income increased 11.2% to \$17.6 million or \$0.18 per diluted share for the first quarter ended March 31, 2010, compared to \$15.8 million or \$0.16 per diluted share for the same period in 2009.

On January 26, 2010, Rollins increased its regular quarterly cash dividend to shareholders 28.6 percent to \$0.09. The Company also repurchased 130,100 shares at a weighted average price of \$19.23 per share during the first quarter. In total, 2,821,491 additional shares may be purchased under the share repurchase program.

Gary W. Rollins, President and Chief Executive Officer of Rollins, Inc. stated, "We are very pleased with our first quarter results and the start of the year. Our Company delivered solid revenue results, improved gross margins and profits, and generated strong cash flow."

Mr. Rollins concluded, "We are off to a good beginning and are executing very meaningful programs that should make contributions throughout the year. We are especially grateful to our employees who are working hard to execute our 2010 plan."

Rollins, Inc. is a premier North American consumer and commercial services company. Through its wholly owned subsidiaries, Orkin, PCO Services, HomeTeam Pest Defense, Western Pest Services, The Industrial Fumigant Company and Crane Pest Control, the Company provides essential pest control services and protection against termite damage, rodents and insects to over 2 million customers in the United States, Canada, Mexico, Europe, Central America, the Caribbean, the Middle East, Asia and the Mediterranean from over 500 locations. You can learn more about our subsidiaries by visiting our Web sites at [www.orkin.com](http://www.orkin.com), [www.pestdefense.com](http://www.pestdefense.com), [www.westernpest.com](http://www.westernpest.com), [www.orkincanada.ca](http://www.orkincanada.ca), [www.indfumco.com](http://www.indfumco.com), [www.cranepestcontrol.com](http://www.cranepestcontrol.com) and [www.rollins.com](http://www.rollins.com). You can also find this and other news releases at [www.rollins.com](http://www.rollins.com) by accessing the news releases button.

**CAUTION CONCERNING FORWARD-LOOKING STATEMENTS**

*This release contains statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include the statements about the Company's belief that Company is executing very meaningful programs that should make contributions throughout the year. 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, economic and competitive conditions which may adversely affect our Company's business; the degree of success of the Company's pest and termite process, and pest control selling and treatment methods; the Company's ability to identify and integrate potential acquisitions; climate and weather trends; competitive factors and pricing practices; our ability to attract and retain skilled workers, and potential increases in labor costs; uncertainties of litigation; and changes in various government laws and regulations, including environmental regulations. 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, 2009.*

**ROLLINS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
(in thousands)**

At March 31, (unaudited)	2010	2009
<b>ASSETS</b>		
Cash and cash equivalents	\$ 14,149	\$ 14,957
Trade receivables, short-term	60,709	58,783
Accounts Receivable - Other	2,228	1,854
Materials and supplies	10,957	11,555
Deferred income taxes	25,760	19,892
Other current assets	11,842	10,919
<b>Total Current Assets</b>	<b>125,645</b>	<b>117,960</b>
Trade receivables, long-term	9,021	8,946
Equipment and property, net	72,203	78,325
Goodwill	189,925	188,101
Customer Contracts	117,130	126,502
Other Intangible Assets	24,575	23,172
Deferred income taxes	17,644	17,514
Other assets	9,190	6,396
<b>Total Assets</b>	<b>\$ 565,333</b>	<b>\$ 566,916</b>
<b>LIABILITIES</b>		
Accounts payable	\$ 20,671	\$ 18,712
Accrued insurance	16,754	15,067
Accrued compensation and related liabilities	47,865	45,216
Unearned revenue	89,604	90,785
Line of Credit	15,000	62,000
Other current liabilities	34,969	33,521
<b>Total Current Liabilities</b>	<b>224,863</b>	<b>265,301</b>
Accrued insurance	26,054	25,803

Accrued pension	14,731	20,232
Long-term accrued liabilities	28,022	27,385
<b>Total Liabilities</b>	<b>293,670</b>	<b>338,721</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock	99,336	99,882
Retained earnings and other equity	172,327	128,313
<b>Total Stockholders' Equity</b>	<b>271,663</b>	<b>228,195</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 565,333</b>	<b>\$ 566,916</b>

**ROLLINS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands except per share data)  
(unaudited)

	First Quarter Ended March 31,	
	2010	2009
<b>REVENUES</b>		
Customer services	\$ 253,041	\$ 242,972
<b>COSTS AND EXPENSES</b>		
Cost of services provided	130,975	125,371
Depreciation and amortization	9,000	9,429
Sales, general and administrative	85,101	81,988
Gain on impairment/sale of assets	(186)	(5)
Interest expense, net	99	428
	<b>224,989</b>	<b>217,211</b>
<b>INCOME BEFORE TAXES</b>	<b>28,052</b>	<b>25,761</b>
<b>PROVISION FOR INCOME TAXES</b>	<b>10,469</b>	<b>9,953</b>
<b>NET INCOME</b>	<b>\$ 17,583</b>	<b>\$ 15,808</b>
<b>NET INCOME PER SHARE - BASIC</b>	<b>\$ 0.18</b>	<b>\$ 0.16</b>
<b>NET INCOME PER SHARE - DILUTED</b>	<b>\$ 0.18</b>	<b>\$ 0.16</b>
Weighted average shares outstanding - basic	99,206	100,152
Weighted average shares outstanding - diluted	99,393	100,468

**CONFERENCE CALL ANNOUNCEMENT**  
Rollins, Inc.  
(NYSE: ROL)



Management will hold a conference call to discuss  
First Quarter results on:

Wednesday, April 28, 2010 at:  
10:00 a.m. Eastern  
9:00 a.m. Central  
8:00 a.m. Mountain  
7:00 a.m. Pacific

**TO PARTICIPATE:**  
Please dial 877-941-8610 domestic;  
480-629-9820 international  
at least 5 minutes before start time.

REPLAY: available through May 5, 2010  
Please dial 800-406-7325/303-590-3000, Passcode: 4282234  
**THIS CALL CAN ALSO BE ACCESSED THROUGH THE INTERNET AT**  
www.viaavid.net  
**Questions?**  
Contact Samantha Alphonso at Financial Relations Board at 212-827-3746  
Or email to salphonso@mww.com