

**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): **January 23, 2013**

**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 January 23, 2013, the Company issued a press release announcing its results for the fourth quarter and full year ended December 31, 2012. The Company hereby incorporates by reference herein the information set forth in its Press Release dated January 23, 2013, 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, 2011 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 January 23, 2013

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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: January 23, 2013

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 FOURTH QUARTER AND FULL YEAR 2012  
RECORD FINANCIAL RESULTS****Company posts 27<sup>th</sup> consecutive quarter of improved earnings results**

- Revenue increased 6.0% for the quarter and 5.5% for full year
- Net income up 6.1% for the quarter and 10.5% for the full year
- Earnings per diluted share rose 6.7% for the quarter to \$0.16 from \$0.15 and 10.1% to \$0.76 from \$0.69 for the full year

ATLANTA, GEORGIA, January 23, 2013: Rollins, Inc. (NYSE:ROL), a premier North American consumer and commercial services company, today reported strong unaudited financial results for its fourth quarter and year ended December 31, 2012.

The Company recorded fourth quarter revenues of \$306.4 million, an increase of 6.0% over the prior year's fourth quarter revenue of \$289.1 million. Net income increased 6.1% to \$22.9 million or \$0.16 per diluted share for the fourth quarter ended December 31, 2012, compared to \$21.6 million or \$0.15 per diluted share for the same period in 2011.

Rollins' revenues for the full year rose 5.5% to \$1.271 billion compared to \$1.205 billion for the prior year. Rollins' net income for the full year rose 10.5% to \$111.3 million, or \$0.76 per diluted share, compared to net income of \$100.7 million, or \$0.69 per diluted share for the same period last year.

Gary W. Rollins, President and Chief Executive Officer of Rollins, Inc. stated, "We are pleased to have achieved record revenue growth across the Company for the quarter and full year. The progress we made in 2012 reflects the momentum we gained in adding new customers while improving customer service and retention. At the same time we executed across all brands programs to improve our training, and customer communications."

Mr. Rollins, concluded, "We are excited about our Company's opportunities for 2013. Our culture of continuous improvement has generated aggressive plans and new programs that should provide another successful year. We are very proud of our people who made 2012 successes possible and who will likewise be working diligently to achieve this year's objectives."

Rollins Inc. is a premier North American consumer and commercial services company. Through its wholly owned subsidiaries, Orkin LLC., HomeTeam Pest Defense, Western Pest Services, Orkin Canada, The Industrial Fumigant Company, Waltham Services LLC., Crane Pest Control and Trutech LLC., the company provides essential pest control services and protection against termite damage, rodents and insects to more than 2 million customers in the United States, Canada, Central America, South America, the Caribbean, the Middle East, Asia, the Mediterranean, Europe, Africa and Mexico from more than 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.walthamservices.com](http://www.walthamservices.com), [www.cranepestcontrol.com](http://www.cranepestcontrol.com), [www.trutechinc.com](http://www.trutechinc.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 statements about the Company's excitement about the Company's opportunities for 2013; our belief that our plans and programs should provide another successful year; and our belief that our people will be working diligently to achieve this year's objectives. 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 the 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; the Company's 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, 2011.*

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

At December 31, (unaudited)	2012	2011
<b>ASSETS</b>		
Cash and cash equivalents	\$ 65,082	\$ 46,275
Trade accounts receivables, net	68,920	61,687
Financed receivables, net	11,823	11,659
Materials and supplies	11,847	11,125
Deferred income taxes, net	33,338	31,272
Other current assets	14,982	13,804
Total Current Assets	205,992	175,822
Equipment and property, net	82,263	76,858
Goodwill	212,477	211,019
Customer contracts and other intangible assets, net	141,789	137,526
Deferred income taxes	26,841	22,604
Financed receivables, long-term, net	11,681	11,298
Other assets	11,463	10,523

<b>Total Assets</b>	<b>\$ 692,506</b>	<b>\$ 645,650</b>
<b>LIABILITIES</b>		
Accounts payable	\$ 24,854	\$ 22,584
Accrued insurance, current	24,164	21,844
Accrued compensation and related liabilities	60,042	61,137
Unearned revenue	87,753	85,636
Other current liabilities	31,603	34,650
<b>Total Current Liabilities</b>	<b>228,416</b>	<b>225,851</b>
Accrued insurance, less current portion	31,283	27,516
Accrued pension	43,271	31,867
Long-term accrued liabilities	34,580	36,419
<b>Total Liabilities</b>	<b>337,550</b>	<b>321,653</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock	146,015	146,251
Retained earnings and other equity	208,941	177,746
<b>Total stockholders' equity</b>	<b>354,956</b>	<b>323,997</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 692,506</b>	<b>\$ 645,650</b>

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

	Fourth Quarter Ended December 31,		Twelve Months Ended December 31,	
	2012	2011	2012	2011
<b>REVENUES</b>				
Customer services	\$ 306,393	\$ 289,056	\$ 1,270,909	\$ 1,205,064
<b>COSTS AND EXPENSES</b>				
Cost of services provided	163,025	151,202	647,578	616,842
Depreciation and amortization	9,810	9,678	38,655	37,503
Sales, general and administrative	97,608	93,464	407,020	389,115
Pension Settlement	1,000	—	1,000	—
Interest Expense	(76)	59	14	508
	<u>271,367</u>	<u>254,403</u>	<u>1,094,267</u>	<u>1,043,968</u>
<b>INCOME BEFORE INCOME TAXES</b>	<b>35,026</b>	<b>34,653</b>	<b>176,642</b>	<b>161,096</b>
<b>PROVISION FOR INCOME TAXES</b>	<b>12,112</b>	<b>13,058</b>	<b>65,310</b>	<b>60,385</b>
<b>NET INCOME</b>	<b>\$ 22,914</b>	<b>\$ 21,595</b>	<b>\$ 111,332</b>	<b>\$ 100,711</b>
<b>NET INCOME PER SHARE - BASIC</b>	<b>\$ 0.16</b>	<b>\$ 0.15</b>	<b>\$ 0.76</b>	<b>\$ 0.69</b>
<b>NET INCOME PER SHARE - DILUTED</b>	<b>\$ 0.16</b>	<b>\$ 0.15</b>	<b>\$ 0.76</b>	<b>\$ 0.69</b>
Weighted average shares outstanding - basic	146,028	146,277	146,299	146,882
Weighted average shares outstanding - diluted	146,029	146,309	146,306	146,946



CONFERENCE CALL ANNOUNCEMENT

Rollins, Inc.  
(NYSE: ROL)



Management will hold a conference call to discuss  
Fourth Quarter and Full-Year 2012 results on:

Wednesday, January 23, 2013 at:

9:00 a.m. Eastern  
8:00 a.m. Central  
7:00 a.m. Mountain  
6:00 a.m. Pacific

**TO PARTICIPATE:**

Please dial 800-762-8779 domestic;  
480-629-9645 international  
at least 5 minutes before start time.

REPLAY: available through January 30, 2013

Please dial 800-406-7325/303-590-3030, Passcode: 4588006

**THIS CALL CAN ALSO BE ACCESSED THROUGH THE INTERNET AT**  
www.viavid.net

**Questions?**  
**Contact Samantha Alphonso at Financial Relations Board at 212-827-3746**  
**Or email to [salphonso@mww.com](mailto:salphonso@mww.com)**

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