

**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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On April 23, 2013, at the Annual Meeting of Stockholders of Rollins, Inc., the stockholders approved the Company's Performance-Based Incentive Cash Compensation Plan (the "2013 Incentive Compensation Plan"). The 2013 Incentive Compensation Plan is summarized in the Company's proxy statement dated March 18, 2013 (the "Proxy Statement"), and is not a written plan. A summary of the material terms of the 2013 Incentive Compensation is attached to this Current Report as Exhibit 10(a).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10(a)	Written description of Rollins, Inc. Performance-Based Incentive Cash Compensation Plan.

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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 24, 2013

By: /s/Harry J. Cynkus  
Name: Harry J. Cynkus  
Title: Chief Financial Officer and Treasurer

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WRITTEN DESCRIPTION OF  
ROLLINS, INC.  
PERFORMANCE-BASED  
INCENTIVE CASH COMPENSATION PLAN

The material terms of the Rollins, Inc. Performance-Based Incentive Cash Compensation Plan (the “Plan”), which is not evidenced by any written document, are summarized below.

All of the executive officers of Rollins, Inc. (“Rollins”) are eligible to participate in the Plan, at the discretion of Rollin’s Compensation Committee. Bonus awards under the plan provide participants an opportunity to earn an annual bonus in a maximum amount of 100% of base salary or \$2 million per individual per year, whichever is less.

Whether a bonus is payable, and the amount of any bonus payable, is contingent upon achievement of certain performance goals, which are measured according to one or more of the following three targeted financial measures: revenue growth, pretax profit plan achievement, and pretax profit improvement over the prior year. Unless sooner amended or terminated by the Compensation Committee, the plan will be in place until April 24, 2018.

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