

ROLLINS INC
Form 8-K
April 26, 2013

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**

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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))
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ITEM 5.07 Submission of Matters to a Vote of Security Holders.

On April 23, 2013, Rollins, Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting). At the meeting, the following matters were submitted to a vote of the stockholders:

1. Election of Directors.

| Election of Class III Directors | For | Withheld | Broker Non-Votes |
|--|-------------|-----------------|-------------------------|
| Bill J. Dismuke | 133,890,466 | 1,789,109 | 3,417,543 |
| Thomas J. Lawley, M.D. | 134,226,242 | 1,453,333 | 3,417,543 |
| John F. Wilson | 132,671,957 | 3,007,618 | 3,417,543 |

Each director nominee was duly elected to serve until the Annual Meeting of Stockholders in 2016 or until the director's successor has been duly elected and qualified, or until the earlier of the director's death, resignation or retirement.

2. To approve the Performance-Based Incentive Cash Compensation Plan for Executive Officers.

| | |
|-------------------------|-------------|
| For | 134,225,118 |
| Against | 1,264,430 |
| Abstain | 190,027 |
| Broker Non-Votes | 3,417,543 |

3. To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

| | |
|-------------------------|-------------|
| For | 138,543,125 |
| Against | 298,958 |
| Abstain | 255,035 |
| Broker Non-Votes | |

Shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year ending December 31, 2013.

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 25, 2013

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