

ROLLINS INC  
Form S-8 POS  
July 26, 2013

As filed with the Securities and Exchange Commission on July 26, 2013

Registration Statement No. 333-176578

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**ROLLINS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**51-0068479**  
(I.R.S. Employer  
Identification No.)

**2170 Piedmont Road, N.E. Atlanta, Georgia 30324**

(Address, including zip code, of registrant's principal executive offices)

**Waltham Services, LLC Tax-Favored Employees Savings Plan**

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(Full Title of Plan)

**R. Randall Rollins**

**Chairman of the Board**

**2170 Piedmont Road, N.E.**

**Atlanta, Georgia 30324**

**(404) 888-2000**

(Name and address, including zip code, and telephone number, including area code,  
of agent for service)

**Copy to: Stephen D. Fox, Esq.**  
Arnall Golden Gregory LLP  
171 Seventeenth Street, NW, Suite 2100  
Atlanta, Georgia 30363  
(404) 873-8528

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 amends the Registration Statement on Form S-8, Registration No. 333-176578 (the Registration Statement ), of Rollins, Inc. (the Company ), which was filed with the Securities and Exchange Commission and became effective on August 31, 2011. The Registration Statement registered 1,000,000 shares of the Company s common stock, par value \$1.00 per share ( Common Stock ), for sale pursuant to the Waltham Services, LLC Tax-Favored Employees Savings Plan.

The offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the 999,966 shares of Common Stock registered, but unsold, under the Registration Statement.

**SIGNATURES**

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 Post-Effective Amendment to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on July 26, 2013.

ROLLINS, INC.

By: /s/ Gary W. Rollins  
Gary W. Rollins  
Vice Chairman and Chief Executive Officer,  
President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Gary W. Rollins Gary W. Rollins	Vice Chairman and Chief Executive Officer (principal executive officer), and Director	July 26, 2013
/s/ Harry J. Cynkus Harry J. Cynkus	Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)	July 26, 2013
/s/ R. Randall Rollins R. Randall Rollins	Chairman of the Board of Directors	July 26, 2013
/s/ John F. Wilson John F. Wilson	President, Chief Operating Officer and Director	July 26, 2013

The Directors of the Company listed below have executed this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 by their respective Attorney-in-Fact, Gary W. Rollins.

Henry B. Tippie, Director  
James B. Williams, Director  
Bill J. Dismuke, Director  
Thomas J. Lawley, Director  
Larry L. Prince, Director

/s/ Gary W. Rollins  
Gary W. Rollins,  
As Attorney-in-Fact  
July 26, 2013

