

ROLLINS INC  
Form 8-K  
April 29, 2011

**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 26, 2011**

**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):

## Edgar Filing: ROLLINS INC - Form 8-K

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 26, 2011, Rollins, Inc. (the Company) held its 2011 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.

<b>Election of Class I Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
R. Randall Rollins	120,479,568	15,420,083	3,196,312
James B. Williams	125,198,177	10,701,474	3,196,312

Each director nominee was duly elected to serve until the Annual Meeting of Stockholders in 2014 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 ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011.

<b>For</b>	138,504,980
<b>Against</b>	530,429
<b>Abstain</b>	59,362
<b>Broker Non-Votes</b>	1,192

Shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year ending December 31, 2011.

3. To amend the Certificate of Incorporation of the Company to increase the number of authorized shares of capital stock of 250,500,000 shares.

<b>For</b>	137,947,175
<b>Against</b>	1,012,390
<b>Abstain</b>	135,207
<b>Broker Non-Votes</b>	1,191

4. To vote on a nonbinding resolution regarding executive compensation.

<b>For</b>	126,528,262
<b>Against</b>	1,333,093
<b>Abstain</b>	8,038,295
<b>Broker Non-Votes</b>	3,196,313

5. To vote on the frequency of nonbinding stockholders votes to approve executive compensation.

<b>1 year</b>	23,640,204
<b>2 years</b>	1,182,723
<b>3 years</b>	102,912,724
<b>Abstain</b>	2,521,896
<b>Broker Non-Votes</b>	8,838,416

Based on these results and consistent with the Company's recommendation, the Company has determined to hold a non-binding advisory vote on executive compensation once every three years.

**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 27, 2011

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