

ROLLINS INC
Form 8-K/A
May 20, 2014

UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

FORM 8-K/A

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 22, 2014

ROLLINS, INC.
(Exact name of registrant as
specified in its charter)

| | | |
|-----------------|-------------|-------------------|
| Delaware | 4422 | 51-0068479 |
| (State | | |
| or | (Commission | (I.R.S. |
| other | File | Employer |
| jurisdiction | Number) | Identification |
| of | | No.) |
| incorporation) | | |

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):

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- 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))

Explanatory Note – On April 24, 2014, Rollins, Inc. (the "Company") reported the voting results of its 2014 Annual Meeting of Stockholders (the "Annual Meeting") held on April 22, 2014. This Amendment is being filed to amend the initial Form 8-K to correct the Election of Directors classification from Class III to Class I in the voting results table in Item 5.07(1).

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

On April 22, 2014, Rollins, Inc. (the "Company") held its 2014 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 I Directors | For | Withheld | Broker Non-Votes |
|-------------------------------|-------------|------------|------------------|
| R. Randall Rollins | 126,968,665 | 8,092,888 | 3,441,683 |
| Henry B. Tippie | 118,783,017 | 16,278,536 | 3,441,683 |
| James B. Williams | 131,994,943 | 3,066,610 | 3,441,683 |

Each director nominee was duly elected to serve until the Annual Meeting of Stockholders in 2017 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, 2014.

| | |
|-------------------------|-------------|
| For | 137,858,294 |
| Against | 546,967 |
| Abstain | 97,975 |
| 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, 2014.

3. To hold a nonbinding vote to approve executive compensation.

| | |
|-------------------------|-------------|
| For | 127,066,106 |
| Against | 1,694,587 |
| Abstain | 6,300,860 |
| Broker Non-Votes | 3,441,683 |

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: May 19, 2014 By: /s/ Harry J. Cynkus

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