

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

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 of Principal Executive Offices) (Zip Code)

Rollins, Inc. 2022 Employee Stock Purchase Plan
(Full title of the plan)

Elizabeth B. Chandler
Vice President, Chief Legal Officer and Corporate Secretary
Atlanta, Georgia 30324
(404) 888-2000

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

Copies to:

B. Joseph Alley, Jr., Esq.
Leah D. Braukman, Esq.
Arnall Golden Gregory LLP
171 17th Street NW, Suite 2100
Atlanta, Georgia 30363
(404) 873-8500

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be sent or given to the participants in the Rollins, Inc. 2022 Employee Stock Purchase Plan (the "Plan") covered by this Registration Statement, as required by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by Rollins, Inc. ("Rollins", the "Registrant" or the "Company") are hereby incorporated by reference herein:

- (a) [Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed February 25, 2022](#), including the material incorporated by reference to the [proxy statement contained in the Registrant's Schedule 14A, filed March 15, 2022](#);
- (b) [Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022, filed April 28, 2022](#);
- (c) Current Reports on Forms 8-K filed on [January 26, 2022](#) (filed at 7:30 p.m. on January 25, 2022), [February 2, 2022](#), [April 8, 2022](#) and [April 27, 2022](#) (provided that any portions of such reports that are deemed furnished and not filed pursuant to instructions to Form 8-K shall not be incorporated by reference into this Registration Statement on Form S-8); and
- (d) [The description of the Registrant's common stock contained in the Registrant's registration statement filed under Section 12 of the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description, including Exhibit \(4\)\(b\) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed February 28, 2020](#).

All documents filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the filing of this Registration Statement on Form S-8 (and prior to the filing of any post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which de-registers all securities remaining unsold), shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such reports and documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated by reference herein shall be deemed modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, in any subsequently filed supplement to this Registration Statement or any document that is also incorporated by reference herein modifies or supersedes

such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Rollins' bylaws provide that directors and officers shall be, and at the discretion of the board of directors, others serving at the request of Rollins may be, indemnified by Rollins to the fullest extent authorized by Delaware law, as it now exists or may in the future be amended, against all expenses and liabilities reasonably incurred in connection with service for or on behalf of Rollins and further require the advancing of expenses incurred in defending claims. The bylaws also provide that the right of directors and officers to indemnification shall not be exclusive of any other right now possessed or hereafter acquired under any bylaw, agreement, vote of stockholders or otherwise. The certificate of incorporation contains a provision permitted by Delaware law that generally eliminates the personal liability of directors to the Company or its stockholders for monetary damages for breaches of their fiduciary duty. This provision does not alter a director's liability under the federal securities laws. In addition, this provision does not affect the availability of equitable remedies, such as an injunction or rescission, for breach of fiduciary duty.

The Delaware General Corporation Law ("DGCL") currently requires Rollins to indemnify a director or officer for all expenses incurred by him or her (including attorney's fees) when he or she is successful (on the merits or otherwise) in defense of any proceeding brought by reason of the fact that he or she is or was a director or officer of Rollins. In addition, with respect to all proceedings other than proceedings by or in the right of the corporation, Delaware law allows Rollins to indemnify a director or officer against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, even if the director or officer is not successful on the merits, if he or she:

- acted in good faith;
- acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation;
and
- in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

A similar standard is applicable in the case of derivative actions, except that indemnification extends only to expenses, including attorneys' fees, incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, as amended, by-laws, disinterested director vote, stockholder vote, agreement, or otherwise. In addition, certain of our employee benefit plans provide indemnification of directors and other agents against certain claims arising from administration of such plans. Rollins also maintains liability insurance for its directors and officers covering,

subject to certain exceptions, any actual or alleged negligent act, error, omission, misstatement, misleading statement, neglect or breach of duty by such directors or officers, individually or collectively, in the discharge of their duties in their capacity as directors and officers of Rollins.

The limitation of liability and indemnification provisions described above may discourage lawsuits against directors for breaches of fiduciary duty. These provisions could reduce the likelihood of derivative litigation against directors and officers, even when such an action, if successful, might otherwise benefit us and/or our stockholders. In addition, stockholder investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

Reference is made to Item 9(c) for our undertakings with respect to indemnification for liabilities arising under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1*	Opinion of Arnall Golden Gregory LLP regarding legality
23.1	Consent of Arnall Golden Gregory LLP (included in Exhibit 5.1)
23.2*	Consent of Grant Thornton LLP
24	Power of Attorney (included on signature page)
99.1	Rollins, Inc. 2022 Employee Stock Purchase Plan (incorporated by reference to Appendix A to the Registrant's Proxy Statement filed with the Securities and Exchange Commission on March 15, 2022)
107*	Filing Fee Table

* Filed herewith.

Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes as follows:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment

thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

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* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on April 29, 2022.

ROLLINS, INC.

By: /s/ Gary W. Rollins

Gary W. Rollins
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated. Each person whose signature appears below hereby constitutes and appoints Gary W. Rollins and Elizabeth B. Chandler, and each of them individually, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Gary W. Rollins</u> Gary W. Rollins	Chairman and Chief Executive Officer (Principal Executive Officer)	April 29, 2022
<u>/s/ Julie K. Bimmerman</u> Julie Bimmerman	Interim Chief Financial Officer and Treasurer (Principal Financial Officer)	April 29, 2022
<u>/s/ Traci Hornfeck</u> Traci Hornfeck	Chief Accounting Officer (Principal Accounting Officer)	April 29, 2022
<u>/s/ Jerry W. Nix</u> Jerry W. Nix	Lead Director	April 29, 2022
<u>/s/ Susan R. Bell</u> Susan R. Bell	Director	April 29, 2022
<u>/s/ Donald P. Carson</u> Donald P. Carson	Director	April 29, 2022

<u>/s/ Jerry E. Gahlhoff</u> Jerry E. Gahlhoff	Director	April 29, 2022
<u>/s/ Patrick J. Gunning</u> Patrick J. Gunning	Director	April 29, 2022
<u>/s/ Gregory B. Morrison</u> Gregory B. Morrison	Director	April 29, 2022
<u>/s/ Pamela R. Rollins</u> Pamela R. Rollins	Director	April 29, 2022
<u>/s/ Louise S. Sams</u> Louise S. Sams	Director	April 29, 2022
<u>/s/ John F. Wilson</u> John F. Wilson	Director	April 29, 2022

Arnall Golden Gregory LLP
171 17th Street, NW, Suite 2100
Atlanta, Georgia 30363-1031

Telephone: (404) 873-8500
Facsimile: (404) 873-8501

April 29, 2022

Rollins, Inc.
2170 Piedmont Road, NE
Atlanta, Georgia 30324

Re: Registration Statement on Form S-8

Ladies/Gentlemen:

This opinion is rendered in connection with the proposed issue and sale by Rollins, Inc., a Delaware corporation (“Rollins”), of up to 1,000,000 shares of Rollins common stock (the “Shares”), pursuant to the Rollins, Inc. 2022 Employee Stock Purchase Plan (the “Plan”) upon the terms and conditions set forth in the Registration Statement on Form S-8 (the “Registration Statement”) filed by Rollins with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”). We have acted as counsel for Rollins in connection with the issuance and sale of the Shares by Rollins.

In rendering the opinion contained herein, we have relied in part upon examination of Rollins’ corporate records, documents, certificates and other instruments and the examination of such questions of law as we have considered necessary or appropriate for the purpose of this opinion. Based upon the foregoing, we are of the opinion that the Shares have been duly and validly authorized, and the Shares will be legally issued, fully paid and non-assessable (a) when issued in the manner contemplated by the terms of the Plan and pursuant to a current prospectus in conformity with the Act, and (b) upon receipt by the Company of payment therefor (assuming that such payment at all times exceeds the par value thereof).

We consent to the filing of this opinion as an exhibit to the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Sincerely,
/s/ ARNALL GOLDEN GREGORY LLP
ARNALL GOLDEN GREGORY LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 25, 2022, with respect to the consolidated financial statements and internal control over financial reporting of Rollins, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2021, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Atlanta, Georgia

April 29, 2022

Calculation of Filing Fee Table

Form S-8

(Form Type)

Rollins, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$1.00 Par Value Per Share	Other ⁽²⁾	1,000,000	\$29.87 ⁽³⁾	\$29,870,000.00 ⁽³⁾	.0000927	\$2,768.95
Total Offering Amounts					\$29,870,000.00		\$2,768.95
Total Fee Offsets							\$0.00
Net Fee Due							\$2,768.95

⁽¹⁾ Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the common stock, \$1.00 par value per share (the “Common Stock”), of Rollins, Inc. (the “Registrant”) that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock split, recapitalization, reclassification, merger, split-up, reorganization, consolidation or other capital adjustment effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

⁽²⁾ Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended.

⁽³⁾ The proposed maximum offering price per unit and maximum aggregate offering price are calculated on the basis of ninety percent (90%) of \$33.19, the average of the high and low prices of the Registrant’s Common Stock on The New York Stock Exchange on April 25, 2022. Pursuant to the Rollins, Inc. 2022 Employee Stock Purchase Plan, the purchase price of the shares of the Registrant’s Common Stock reserved for issuance thereunder will be the lesser of (a) ninety percent (90%) of the closing price of a share of the Registrant’s Common Stock on the first day of the applicable offering period or (b) ninety percent (90%) of the closing price of a share of the Registrant’s Common Stock on the purchase date.