

MARINE PRODUCTS CORP  
Form SC 13D/A  
January 25, 2013

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Marine Products Corporation

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(Name of Issuer)

Common Stock, \$.10 Par Value

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(Title of Class of Securities)

568427 10 8

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(CUSIP Number)

Robert F. Dow  
171 17th Street, Suite 2100  
Atlanta, Georgia 30363-1031

(404) 873-8706

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 25, 2011, January 24, 2012, January 22, 2013

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box o.

Check the following box if a fee is being paid with the statement o. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person		
	R. Randall Rollins		
2	Check the Appropriate Box if a Member of a Group		(a)x (b)o
3	SEC Use Only		
4	Source of Funds		
		00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization		
		United States	
7	Sole Voting Power		
		1,135,792***	
8	Shared Voting Power		
		22,763,575*	
9	Sole Dispositive Power		
		1,135,792***	
10	Shared Dispositive Power		
		22,763,575*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person		
		23,899,367*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares		x
13	Percent of Class Represented by Amount in Row (11)		
		63.2 percent*	
14	Type of Reporting Person		
		IN	

\* Does not include 31,497\*\* shares of the Company held by his wife. Includes 22,654,279\*\* shares of the Company held by RFPS Management Company III, L.P. of which RFA Management Company, LLC (“General Partner”), a Georgia limited liability company, is the general partner. The voting interests of the General Partner are held by two revocable trusts, one of which each of Gary or Randall Rollins is the grantor and sole trustee. LOR, Inc. is the manager of the General Partner. Also includes 109,296\*\* shares of common stock in two trusts of which he is Co-Trustee and as to which he shares voting and investment power. Adjusted to reflect the three-for-two stock split effective February 10, 2004 paid March 10, 2004, and the three-for-two stock split effective February 10, 2005, paid March 10, 2005.

\*\* Mr. Rollins disclaims any beneficial interest in these holdings.

\*\*\* Includes 104,004\*\* shares of common stock held as Trustee, Guardian, or Custodian for his children. Also includes 181,000 shares of restricted stock.

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person		
	Gary W. Rollins		
2	Check the Appropriate Box if a Member of a Group		(a)x (b)o
3	SEC Use Only		
4	Source of Funds		
	00		
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization	United States	
7	Sole Voting Power	911,629	
8	Shared Voting Power	22,763,575*	
9	Sole Dispositive Power	911,629	
10	Shared Dispositive Power	22,763,575*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	23,675,204*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares		x
13	Percent of Class Represented by Amount in Row (11)	62.6 percent*	
14	Type of Reporting Person	IN	

\* Includes 22,654,279\*\* shares of the Company held by RFPS Management Company III, L.P. of which RFA Management Company, LLC ("General Partner"), a Georgia limited liability company, is the general partner. The voting interests of the General Partner are held by two revocable trusts, one of which each of Gary or Randall Rollins is the grantor and sole trustee. LOR, Inc. is the manager of the General Partner. Includes 109,296\*\* shares of common stock in two trusts of which he is Co-Trustee and as to which he shares voting and investment power. Adjusted to reflect the three-for-two stock split effective February 10, 2004 paid March 10, 2004, and the three-for-two stock split effective February 10, 2005, paid March 10, 2005.

\*\* Mr. Rollins disclaims any beneficial interest in these holdings.

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person		
	RFPS Management Company III, L.P.		
2	Check the Appropriate Box if a Member of a Group		(a)x (b)o
3	SEC Use Only		
4	Source of Funds		
		00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization		
		United States	
7	Sole Voting Power		
		22,654,279*	
8	Shared Voting Power		
		0	
9	Sole Dispositive Power		
		22,654,279*	
10	Shared Dispositive Power		
		0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person		
		22,654,279*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		
		59.9 percent	
14	Type of Reporting Person		
		PN	

\* Adjusted to reflect the three-for-two stock split effective February 10, 2004 paid March 10, 2004, and the three-for-two stock split effective February 10, 2005, paid March 10, 2005.

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person RFA Management Company, LLC	
2	Check the Appropriate Box if a Member of a Group	(a)x (b)o
3	SEC Use Only	
4	Source of Funds	
	WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization	
	United States	
7	Sole Voting Power	
	0	
8	Shared Voting Power	
	22,654,279*	
9	Sole Dispositive Power	
	0	
10	Shared Dispositive Power	
	22,654,279*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	22,654,279*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	59.9 percent*	
14	Type of Reporting Person	
	CO	

\* Includes 22,654,279 shares owned by RFPS Management Company III, L.P. (the "Partnership"). The reporting person is the general partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest. Adjusted to reflect the three-for-two stock split effective February 10, 2004 paid March 10, 2004, and the three-for-two stock split effective February 10, 2005, paid March 10, 2005.

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person		
	RFPS Investments III, L.P.		
2	Check the Appropriate Box if a Member of a Group		(a)x (b)o
3	SEC Use Only		
4	Source of Funds		
		00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization		
		United States	
7	Sole Voting Power		
		0	
8	Shared Voting Power		
		22,654,279*	
9	Sole Dispositive Power		
		0	
10	Shared Dispositive Power		
		22,654,279*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person		
		22,654,279*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		
		59.9 percent*	
14	Type of Reporting Person		
		PN	

\* Includes 22,654,279 shares owned by RFPS Management Company III, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest. Adjusted to reflect the three-for-two stock split effective February 10, 2005, paid March 10, 2005. Adjusted to reflect the three-for-two stock split effective February 10, 2004 paid March 10, 2004, and the three-for-two stock split effective February 10, 2005, paid March 10, 2005.

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person		
	LOR, Inc.		
2	Check the Appropriate Box if a Member of a Group		(a)x (b)o
3	SEC Use Only		
4	Source of Funds		
		00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization		
		United States	
7	Sole Voting Power		
		0	
8	Shared Voting Power		
		22,654,279*	
9	Sole Dispositive Power		
		0	
10	Shared Dispositive Power		
		22,654,279*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person		
		22,654,279*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		
		59.9 percent*	
14	Type of Reporting Person		
		CO	

\* Includes 22,654,279 shares owned by RFPS Management Company III, L.P. (the "Partnership"). The reporting person is the manager of the General Partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest. Adjusted to reflect the three-for-two stock split effective February 10, 2005, paid March 10, 2005. Adjusted to reflect the three-for-two stock split effective February 10, 2004 paid March 10, 2004, and the three-for-two stock split effective February 10, 2005, paid March 10, 2005.



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- 1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person  
LOR Investment Company, LLC
- 2 Check the Appropriate Box if a Member of a Group (a)x  
(b)o
- 3 SEC Use Only
- 4 Source of Funds  
WC
- 5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization