

SUNAIR SERVICES CORP  
Form DEFA14A  
March 18, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary proxy statement

Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive proxy statement

Definitive additional materials

Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

SUNAIR SERVICES CORPORATION

(Name of Registrant as Specified in Its Charter)

Payment of filing fee (Check the appropriate box):

No fee required.

Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date Filed:

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**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) March 17, 2009**

**SUNAIR SERVICES CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Florida**

**1-04334**

**59-0780772**

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**595 South Federal Highway  
Suite 500  
Boca Raton, FL 33432**

**(Address of Principal Executive Office) (Zip Code)**

**(561) 208-7400**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former Name or Former Address, If Changed Since Last Report.)**

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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**Item 7.01 Regulation FD Disclosure**

The presentation that management of Sunair Services Corporation (the Company) intends to cover in its Annual Meeting of Shareholders on March 18, 2009 is attached to this Current Report on Form 8-K as Exhibit 99.1. The presentation provides an overview of the Company's financial performance during the fiscal years ended September 30, 2008, 2007 and the first quarter of fiscal 2009 and the Company's current growth initiatives and strategy. The Company will also post the attached materials on its web site located at [www.amstock.com/proxyservices/viewmaterials.asp](http://www.amstock.com/proxyservices/viewmaterials.asp).

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Presentation Materials for Sunair Services Corporation's Annual Meeting of Shareholders

Exhibit 99.2 Reconciliation of Non-GAAP numbers to GAAP numbers

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**SUNAIR SERVICES CORPORATION**

Date: March 17, 2009

By: /s/ Jack I. Ruff  
Jack I. Ruff  
Chief Executive Officer

**EXHIBIT INDEX**

Exhibit 99.1 Presentation Materials for Sunair Services Corporation s Annual Meeting of Shareholders

Exhibit 99.2 Reconciliation of Non-GAAP numbers to GAAP numbers

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EBITDA is a non-GAAP number. A reconciliation of GAAP to non-GAAP numbers can be found at [www.amstock.com/proxyservices/viewmaterials.asp](http://www.amstock.com/proxyservices/viewmaterials.asp).

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Consolidated EBITDA is a non-GAAP number. A reconciliation of GAAP to non-GAAP numbers can be found at [www.amstock.com/proxyservices/viewmaterials.asp](http://www.amstock.com/proxyservices/viewmaterials.asp).

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**Non-GAAP Financial Measures**

EBITDA is a Non-GAAP financial measure. EBITDA is defined as income (loss) from operations plus net interest expense, provision for income taxes, depreciation and amortization. The Non-GAAP EBITDA measurement has certain material limitations, including:

*It does not include interest expense.* Because we have borrowed money in order to finance our operations, interest expense is a necessary element of our costs and ability to generate profits and cash flows. Therefore any measure that excludes interest expense has material limitations;

*It does not include depreciation and amortization expense.* Because we use capital assets, depreciation is necessary element of our costs and ability to generate profits. In addition, because a significant portion of our assets consist of customer lists that were acquired in connection with our acquisitions of companies in the Lawn and Pest Control Services segment, amortization is a necessary element of our costs and ability to generate profits. Therefore, any measure that excludes depreciation and amortization expense has material limitations;

*It does not include provision for income taxes.* Because the payment of income taxes is a necessary element of our costs, particularly in the future, any measure that excludes tax expense has material limitations; and For the purposes of performing the calculation of EBITDA, we may also add back all non cash equity based compensation.

We have included this non-GAAP financial measure because we believe EBITDA is an indicator of the profitability and performance of our core operations and reflects changes in our operating results. These Non-GAAP financial measures are not intended to be an alternative measure of operating income or gross profit margin as determined in accordance with generally accepted accounting principles. We compensate for these limitations by using Non-GAAP measurements, to assist in the evaluation of our profitability and operating results

Reconciliations of EBITDA plus non cash equity compensation to the income or loss from continuing operations for the fiscal quarters from December 31, 2006 through and including December 31, 2008 are shown below:

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**Sunair Services Corporation**  
**Quarterly EBITDA Plus Non Cash Equity Based Compensation Reconciliations**  
**December 31, 2006 through December 31, 2008**

	Fiscal Year Ended September 30, 2007				Fiscal Year Ended September 30, 2008				FYE
	12/31/06	03/31/07	06/30/07	09/30/07	12/31/07	03/31/08	06/30/08	09/30/08	12/31/08
<b>Sunair Services Corporation Consolidated</b>									
Income (Loss) from continuing operations	(1,001,517)	(432,471)	(682,096)	(2,183,163)	(2,246,050)	(1,239,413)	(860,441)	(290,681)	(796,167)
Reconciling items:									
Interest expense net	259,187	301,348	228,010	233,130	333,590	283,621	290,000	414,387	261,324
Income taxes									
Depreciation and amortization	642,136	675,121	670,071	1,115,205	1,152,854	1,151,263	1,138,733	1,140,673	1,137,710
Total reconciling items	901,323	976,469	898,081	1,348,335	1,486,444	1,434,884	1,428,733	1,555,060	1,399,034
EBITDA from continuing operations	(100,194)	543,998	215,985	(834,828)	(759,606)	195,471	568,292	1,264,379	602,867
Non cash equity based compensation	261,984	23,824	245,577	6,637	142,012	61,075	182,152	(7,365)	39,449
EBITDA plus non cash equity based compensation	161,790	567,822	461,562	(828,191)	(617,594)	256,546	750,444	1,257,014	642,316

**Sunair Services Corporation**  
**Quarterly EBITDA Plus Non Cash Equity Based Compensation Reconciliations**  
**December 31, 2006 through December 31, 2008**

	Fiscal Year Ended September 30, 2007				Fiscal Year Ended September 30, 2008				FYE
	12/31/06	03/31/07	06/30/07	09/30/07	12/31/07	03/31/08	06/30/08	09/30/08	12/31/08
<b>Middleton Pest Control, Inc.</b>									
Income (Loss) from continuing operations	980,228	1,494,440	853,158	(52,357)	362,299	937,293	1,169,633	1,528,989	1,380,423
Reconciling items:									
Interest expense net	36,914	54,643	60,481	79,686	109,888	107,640	104,152	97,013	89,315
Income taxes									
Depreciation and amortization	217,800	215,815	201,987	207,419	219,421	220,162	207,632	209,573	206,609
Total reconciling items	254,714	270,458	262,468	287,105	329,309	327,802	311,784	306,586	295,924
EBITDA from continuing operations	1,234,942	1,764,898	1,115,626	234,748	691,608	1,265,095	1,481,417	1,835,575	1,676,347
Non cash equity based compensation									
EBITDA plus non cash equity based compensation	1,234,942	1,764,898	1,115,626	234,748	691,608	1,265,095	1,481,417	1,835,575	1,676,347

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**Sunair Services Corporation**  
**Quarterly EBITDA Plus Non Cash Equity Based Compensation Reconciliations**  
**December 31, 2006 through December 31, 2008**

	Fiscal Year Ended September 30, 2007				Fiscal Year Ended September 30, 2008				FYE
	12/31/06	03/31/07	06/30/07	09/30/07	12/31/07	03/31/08	06/30/08	09/30/08	12/31/08
<b>Sunair Services Corporation Home Office</b>									
Income (Loss)									
from									
continuing									
operations	(1,981,745)	(1,926,911)	(1,535,254)	(2,130,806)	(2,608,349)	(2,176,706)	(2,030,074)	(1,819,670)	(2,176,590)
Reconciling									
items:									
Interest									
expense net	222,273	246,705	167,529	153,444	223,702	175,981	185,848	317,374	172,000
income taxes									
depreciation									
and									
amortization	424,336	459,306	468,084	907,786	933,433	931,101	931,101	931,100	931,100
Total									
reconciling									
items	646,609	706,011	635,613	1,061,230	1,157,135	1,107,082	1,116,949	1,248,474	1,103,110
EBITDA from									
continuing									
operations	(1,335,136)	(1,220,900)	(899,641)	(1,069,576)	(1,451,214)	(1,069,624)	(913,125)	(571,196)	(1,073,480)
on cash									
equity based									
compensation	261,984	23,824	245,577	6,637	142,012	61,075	182,152	(7,365)	39,440
EBITDA plus									
on cash									
equity based									
compensation	(1,073,152)	(1,197,076)	(654,064)	(1,062,939)	(1,309,202)	(1,008,549)	(730,973)	(578,561)	(1,034,030)