

POOL CORP  
Form 4  
May 07, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COOK ARTHUR D

(Last) (First) (Middle)  
109 NORTH PARK BLVD.  
  
(Street)

COVINGTON, LA 70433

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
POOL CORP [POOL]

3. Date of Earliest Transaction (Month/Day/Year)  
05/05/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

GROUP VICE PRESIDENT

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/05/2014                           |  | F                              | 5,034   | \$ 58.41  | D  |                                   |
|                                 |                                      |  |                                |   |   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| COOK ARTHUR D<br>109 NORTHPARK BLVD.<br>COVINGTON, LA 70433 |               |           | GROUP VICE<br>PRESIDENT |       |

## Signatures

By: Craig Hubbard For: Arthur David  
Cook 05/07/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. statements referred to above present fairly, in all material respects, the net assets available for benefits of Healthcare Services Group, Inc. Retirement Savings Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at the end of the year) is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ GRANT THORNTON LLP

Edison, New Jersey

June 28, 2012



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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

|                                   | 2011                | 2010         |
|-----------------------------------|---------------------|--------------|
| <b>Assets</b>                     |                     |              |
| Investments at fair value         | <b>\$ 2,435,685</b> | \$ 2,472,536 |
| Receivables:                      |                     |              |
| Participant contributions         | <b>1,947</b>        | 2,356        |
| Net Assets Available for Benefits | <b>\$ 2,437,632</b> | \$ 2,474,892 |

*The accompanying notes are an integral part of these statements.*

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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

FOR THE YEAR ENDED DECEMBER 31,

|  | 2011         | 2010         |
|--|--------------|--------------|
| <b>Additions</b>   |              |              |
| Additions attributable to:                                   |              |              |
| Contributions:   |              |              |
| Participant  | \$ 229,304   | \$ 243,596   |
| Earnings on Investments:                                     |              |              |
| Interest and dividends                                       | 57,110       | 28,272       |
| Net (depreciation) appreciation in fair value of investments | (84,838)     | 202,327      |
|  | (27,728)     | 230,599      |
| Other income   | 108          | 2,011        |
| Total Additions  | 201,684      | 476,206      |
| <b>Deductions</b>  |              |              |
| Benefit payments   | (238,916)    | (83,283)     |
| Other  | (28)         |              |
| Total Deductions   | (238,944)    | (83,283)     |
| Net (decrease) increase                                      | (37,260)     | 392,923      |
| Net Assets Available for Benefits, beginning of year         | 2,474,892    | 2,081,969    |
| Net Assets Available for Benefits, end of year               | \$ 2,437,632 | \$ 2,474,892 |

*The accompanying notes are an integral part of these statements.*

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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

**NOTE A DESCRIPTION OF PLAN**

The following description of the Healthcare Services Group, Inc. Retirement Savings Plan, dated October 1, 1999, as amended, (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

*General*

The Plan, as amended, commenced October 1, 1999 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a defined contribution plan covering all salaried employees who have one year of service (1,000 hours) and have attained the age of twenty-one or older with the exception of employees whose employment is governed by a collective bargaining agreement.

*Contributions*

Each year, participants may contribute up to 15% of their pretax annual compensation as defined in the Plan. Participants may also elect to have all or a portion of their elective deferrals to be treated as catch-up or Roth contributions subject to the limitations of the Plan. Unlike the regular deferrals, Roth contributions are included in the participant's current income; however, qualified distributions from a designated Roth account are not included in income. There are no employer-matching contributions as defined in the Plan. A participant may elect to commence salary reductions as of the first day of the month coinciding with the date the employee satisfied the eligibility requirements.

Participants may also rollover to the plan amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various options offered by the Plan.

Contributions are subject to certain limitations.

*Participant Accounts*

Each participant's account is credited with the participant's contributions plus actual earnings thereon. Allocations are determined by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*Participant Loans*

The plan does not include a provision for participants to borrow money.

*Vesting*

Participants are vested immediately in their contributions plus actual earnings thereon.

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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

*Administrative Expenses*

All administrative expenses were paid by the plan sponsor, Healthcare Services Group, Inc. (the Company).

*Benefit Payments*

On termination of service due to death or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or monthly, quarterly, semi-monthly or annual installments. No disability benefits, other than those payable upon termination of employment, are provided in the Plan. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

A Participant who has attained the age of 59 1/2 years may elect to receive a distribution of all or a portion of the vested amounts then credited to the Participant's account. The Participant will still continue to be eligible to participate in the Plan.

A Participant may elect to receive an advance distribution for hardship under certain conditions as defined in the Plan and as subject to the evaluation of the Plan Administrator based on whether certain conditions have been satisfied.

**NOTE B SUMMARY OF ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows:

*Use of Estimates*

In preparing financial statements in conformity with generally accepted accounting principles, we make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

*Income Recognition*

Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes net unrealized appreciation (depreciation) of investments and net realized gains (losses) on the sale of investments during the period. Interest income is recorded on the accrual basis. Purchases and sales of securities are recorded on a trade-date basis. Gains and losses on sales of securities are calculated based on the weighted-average cost.

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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

*Benefit Payments*

Participants' withdrawals are recorded when paid.

*Fair Value of Financial Instruments*

The Plan's financial instruments consist principally of marketable securities. The Plan's marketable securities consist of the common stock of the Company, mutual funds and a money market fund. We, in accordance with U.S. GAAP, define fair value as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date under current market conditions (exit price). We believe recorded values of all of our financial instruments approximate their current fair values because of their nature and availability of quoted market values or market corroborated inputs.

*Recent Accounting Pronouncements*

In May 2011, the Financial Accounting Standards Board (FASB) issued guidance for improving disclosures about fair value measurements. The new guidance requires new disclosures for transfers in and out of Level 1 and 2 classifications and for more detail about the activity in Level 3 fair value measurements. The new guidance also clarifies previous disclosure requirements by increasing the level of disaggregation to the class level for investments and by requiring more disclosures about inputs and valuation techniques for fair value measurements in Level 2 and Level 3. We are currently evaluating the impact, if any, that this standard update will have on the Plan's financial statements.

**NOTE C INVESTMENTS**

The following presents investments that represent 5 percent or more of the Plan's net assets as of:

|   | December 31, |            |
|---|--------------|------------|
|   | 2011         | 2010       |
| BlackRock Money Market Fund (PNC; Note E)             | \$ 619,497   | \$ 596,098 |
| Healthcare Services Group, Inc. common stock (Note E) | 180,863      | 168,476    |
| T Rowe Equity Income                                  | 159,915      | *          |
| Fidelity Advisor Equity Income Fund                   | *            | 192,284    |
| Growth Fund of America                                | 157,553      | 161,831    |
| Janus Adviser Forty Fund                              | 145,899      | 204,299    |
| MFS Intl New Discovery                                | *            | 170,369    |

\* Balance did not represent at least 5% of Net Plan Assets



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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

During 2011 and 2010, the Plan's investments (including realized and unrealized gains and losses) depreciated by \$84,838 and appreciated by \$202,327, respectively as follows:

|   | December 31,       |            |
|---|--------------------|------------|
|   | 2011               | 2010       |
| Mutual Funds  | <b>\$ (99,763)</b> | \$ 182,345 |
| Healthcare Services Group, Inc. common stock (Note E) | <b>14,920</b>      | 19,982     |
| Collective Fund (PNC; Note E)                         | <b>5</b>           |            |
|   | <b>\$ (84,838)</b> | \$ 202,327 |

**NOTE D PLAN TERMINATION**

Although it has not expressed intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA.

**NOTE E PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of a money market and investment contract fund managed by PNC. PNC is the trustee as defined by the Plan and, therefore, transactions involving these investments qualify as party-in-interest transactions.

In addition, certain plan investments are shares of the common stock of the Company. Healthcare Services Group, Inc. is the Plan sponsor as defined by the Plan and, therefore, transactions involving stock of the Company qualify as party-in-interest transactions. The Plan held 10,224 and 10,355 shares of Healthcare Services Group, Inc. common stock with a quoted market value of \$180,863 and \$168,476 at December 31, 2011 and 2010, respectively.

**NOTE F TAX STATUS OF PLAN**

The Internal Revenue Service has determined and informed the Company by a letter dated March 7, 2001 that the Plan and related Trust are designed in accordance with applicable sections of the Internal Revenue Code ( IRC ). The Company received a favorable determination letter dated February 1, 2010 related to the Plan's amendments. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan Administrator has also concluded there are no uncertain positions taken or expected to be taken or associated interest or penalties, there are no audits of the Plan for any tax periods in progress, and that the Plan is not subject to income tax examinations for years prior to 2008.

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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

**NOTE G RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

**NOTE H FAIR VALUE MEASUREMENTS**

The Plan utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels. Level 1 inputs on the hierarchy, consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority. Level 2 inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are the lowest priority, they are unobservable and should be used to measure fair value to the extent that observable inputs are not available. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair values of our assets and liabilities. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

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## HEALTHCARE SERVICES GROUP, INC.

## RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

Certain of the Plan's assets are reported at fair value in the accompanying statements of net assets available for benefits. Such assets include cash and cash equivalents and marketable securities. The following tables provide fair value measurement information for the Plan's financial assets as of December 31, 2011 and 2010:

|                            | Quoted<br>Prices in<br>Active<br>Markets<br>(Level 1) | Fair Value Measurement Using:                             |  |              |
|----------------------------|---|---|--|--------------|
|                            |   | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Total        |
| <b>December 31, 2011</b>   |   |   |  |              |
| Common Stock               | \$ 180,863  | \$  | \$   | \$ 180,863   |
| Mutual Funds               |   |   |  |              |
| Balanced and Lifestyle     | 165,651   |   |  | 165,651      |
| Fixed Income               | 173,981   |   |  | 173,981      |
| International              | 126,393   |   |  | 126,393      |
| Large Cap Blend            | 83,074  |   |  | 83,074       |
| Large Cap Growth           | 436,484   |   |  | 436,484      |
| Large Cap Value            | 279,858   |   |  | 279,858      |
| Mid Cap Growth             | 32,092  |   |  | 32,092       |
| Mid Cap Value              | 14,095  |   |  | 14,095       |
| Small Cap Growth           | 2,471   |   |  | 2,471        |
| Small Cap Value            | 200,006   |   |  | 200,006      |
| Specialty                  | 118,444   |   |  | 118,444      |
| Money Market Fund          |   | 619,497   |  | 619,497      |
| Collective Fund            |   | 2,263   |  | 2,263        |
| Cash                       | 513   |   |  | 513          |
| Total Assets at Fair Value | \$ 1,813,925  | \$ 621,760  | \$   | \$ 2,435,685 |
| <b>December 31, 2010</b>   |   |   |  |              |
| Common Stock               | \$ 168,476  | \$  | \$   | \$ 168,476   |
| Mutual Funds               |   |   |  |              |
| Balanced and Lifestyle     | 87,047  |   |  | 87,047       |
| Fixed Income               | 177,953   |   |  | 177,953      |
| International              | 181,058   |   |  | 181,058      |
| Large Cap Blend            | 86,566  |   |  | 86,566       |
| Large Cap Growth           | 508,088   |   |  | 508,088      |
| Large Cap Value            | 322,779   |   |  | 322,779      |
| Mid Cap Growth             | 52,685  |   |  | 52,685       |
| Small Cap Value            | 201,126   |   |  | 201,126      |
| Specialty                  | 90,108  |   |  | 90,108       |
| Money Market Fund          |   | 596,098   |  | 596,098      |
| Cash                       | 552   |   |  | 552          |

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|                            |              |            |    |              |
|----------------------------|--------------|------------|----|--------------|
| Total Assets at Fair Value | \$ 1,876,438 | \$ 596,098 | \$ | \$ 2,472,536 |
|----------------------------|--------------|------------|----|--------------|

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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

The valuation methodologies used for the Plan assets measure at fair value are as follows:

**Common Stock (Healthcare Services Group, Inc.)** valued at closing price reported on the NASDAQ on which the individual securities are traded.

**Mutual Funds** valued at the net asset value ( NAV ) of the shares held by the plan at year end.

**Money Market and Collective Fund** valued at the net asset value held by the plan at year end.

**Cash** valued at cost, which approximates fair value.

As a practical expedient, fair value of our money market and collective funds is valued at the NAV as determined by the custodian of the fund. The money market fund includes short-term United States dollar denominated money-market instruments. The collective fund primarily includes short-term United States dollar denominated money-market instruments and fixed income securities. The money market and collective funds can be redeemed at their NAV at its measurement date as there are no significant restrictions on the ability of participants to sell this investment. The fair value of the collective fund approximates contract value, which represents contributions made under the contract, plus interest less withdrawal and administration expense. Under certain circumstances, collective fund unit holders may receive payment of redemption over a period of up to twelve months.

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HEALTHCARE SERVICES GROUP, INC.

RETIREMENT SAVINGS PLAN

**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

SCHEDULE H, LINE 4I OF FORM 5500

| (a)                   | (b)                                     | (c)                          | (e)           |
|-----------------------|---|------------------------------|---------------|
| Party-In-<br>Interest | Identity of Issue                       | Description of<br>Investment | Current Value |
|                       | AIM Global Health Care Fund             | Mutual Fund                  | 59,561        |
|                       | American Balanced Fund                  | Mutual Fund                  | 70,253        |
|                       | American Century MidCp Val A            | Mutual Fund                  | 14,095        |
|                       | American Century Sm Cap Value           | Mutual Fund                  | 63,781        |
|                       | American Century Value Fund             | Mutual Fund                  | 34,716        |
|                       | American Euro-Pacific Growth Fund       | Mutual Fund                  | 15,459        |
|                       | Baron Growth Fund                       | Mutual Fund                  | 2,471         |
|                       | BlackRock Core Bond Port A              | Mutual Fund                  | 5,789         |
|                       | BlackRock GNMA Fund Cls A               | Mutual Fund                  | 66,708        |
| *                     | BlackRock Money Market Fund (PNC)       | Money Market Fund            | 619,497       |
|                       | Federated High Income Bond Fund         | Mutual Fund                  | 74,590        |
|                       | Federated Stock Trust                   | Mutual Fund                  | 85,227        |
|                       | Fidelity Advisor New Insight            | Mutual Fund                  | 88,532        |
|                       | Franklin Small-Mid Growth               | Mutual Fund                  | 32,092        |
|                       | Growth Fund of America                  | Mutual Fund                  | 157,553       |
| *                     | Healthcare Services Group               | Common Stock                 | 180,863       |
| *                     | Healthcare Services Stock Liquidity     | Cash                         | 513           |
|                       | Income Fund of America                  | Mutual Fund                  | 61,181        |
|                       | Janus Adviser Forty Fund                | Mutual Fund                  | 145,899       |
|                       | Janus Fund Cls S                        | Mutual Fund                  | 44,501        |
|                       | MFS Core Equity Cls A                   | Mutual Fund                  | 21,892        |
|                       | MFS Int 1 New Discovery Fund            | Mutual Fund                  | 110,934       |
|                       | MFS Technology Fund Cl A                | Mutual Fund                  | 58,883        |
|                       | My Retire 2015 Livestrong Portfolio A   | Mutual Fund                  | 63,345        |
|                       | My Retire 2025 Livestrong Portfolio A   | Mutual Fund                  | 2,948         |
|                       | My Retire 2035 Livestrong Portfolio A   | Mutual Fund                  | 24,727        |
|                       | My Retire 2045 Livestrong Portfolio A   | Mutual Fund                  | 2,118         |
|                       | My Retire Inc. Livestrong Income Port A | Mutual Fund                  | 2,260         |
|                       | Pimco Tot Ret Fd - Adm Shares           | Mutual Fund                  | 26,894        |
| *                     | PNC Investment Contract Fund            | Collective Fund              | 2,263         |
|                       | Royce Low Priced Stock Fund             | Mutual Fund                  | 93,178        |
|                       | Royce Opportunity Fund                  | Mutual Fund                  | 43,047        |
|                       | T Rowe Equity Income                    | Mutual Fund                  | 159,915       |
|                       |   |                              | \$ 2,435,685  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Healthcare Services Group, Inc. Retirement Savings Plan

Date: June 28, 2012

/s/ Richard W. Hudson

By: Richard W. Hudson

Title: Chairman of Plan Committee

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated June 28, 2012, with respect to the financial statements and supplemental schedule included in the Annual Report of the Healthcare Services Group, Inc. Retirement Savings Plan on Form 11-K for the year ended December 31, 2011. We hereby consent to the incorporation by reference of said report in the Registration Statement of Healthcare Services Group, Inc. on Form S-8 (File No. 333-92835, effective December 15, 1999).

/s/ GRANT THORNTON LLP

Edison, New Jersey

June 28, 2012