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

FORM 10-Q

(Mark one) ☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 03, 2024

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission file number: 0-14678

Ross Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**94-1390387**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
5130 Hacienda Drive, Dublin, California	**94568-7579**
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code	**(925) 965-4400**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value $.01	**ROST**	**Nasdaq Global Select Market**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
Yes ☒ No ☐
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 ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐
Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

The number of shares of Common Stock, with $.01 par value, outstanding on August 16, 2024 was 331,762,504.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Condensed Consolidated Statements of Earnings

($000, except stores and per share data, unaudited)	Three Months Ended		Six Months Ended	
	August 3, 2024	July 29, 2023	**August 3, 2024**	July 29, 2023
Sales	**$ 5,287,519**	$ 4,934,905	**$ 10,145,586**	$ 9,429,591
Costs and Expenses				
Cost of goods sold	**3,791,929**	3,569,367	**7,282,601**	6,861,973
Selling, general and administrative	**836,357**	807,898	**1,612,639**	1,554,120
Interest income, net	**(43,350)**	(37,214)	**(89,300)**	(68,611)
Total costs and expenses	**4,584,936**	4,340,051	**8,805,940**	8,347,482
Earnings before taxes	**702,583**	594,854	**1,339,646**	1,082,109
Provision for taxes on earnings	**175,435**	148,535	**324,508**	264,599
Net earnings	**$ 527,148**	$ 446,319	**$ 1,015,138**	$ 817,510
Earnings per share				
Basic	**$ 1.60**	$ 1.33	**$ 3.07**	$ 2.42
Diluted	**$ 1.59**	$ 1.32	**$ 3.05**	$ 2.41
Weighted-average shares outstanding (000)				
Basic	**329,392**	336,231	**330,325**	337,140
Diluted	**331,511**	337,932	**332,620**	339,003

The accompanying notes are an integral part of these condensed consolidated financial statements.

Condensed Consolidated Statements of Comprehensive Income

($000, unaudited)	Three Months Ended		Six Months Ended	
	August 3, 2024	July 29, 2023	**August 3, 2024**	July 29, 2023
Net earnings	**$ 527,148**	$ 446,319	**$ 1,015,138**	$ 817,510
Other comprehensive income	—	—	—	—
Comprehensive income	**$ 527,148**	$ 446,319	**$ 1,015,138**	$ 817,510

The accompanying notes are an integral part of these condensed consolidated financial statements.

Condensed Consolidated Balance Sheets

($000, except share data, unaudited)		**August 3, 2024**		February 3, 2024		July 29, 2023
Assets						
Current Assets						
Cash and cash equivalents	**$**	**4,668,137**	$	4,872,446	$	4,583,606
Accounts receivable		**181,918**		130,766		175,410
Merchandise inventory		**2,490,558**		2,192,220		2,300,063
Prepaid expenses and other		**254,370**		202,706		214,673
Total current assets		**7,594,983**		7,398,138		7,273,752
Property and Equipment						
Land and buildings		**1,486,214**		1,486,557		1,490,681
Fixtures and equipment		**4,341,764**		4,220,221		4,027,874
Leasehold improvements		**1,607,226**		1,577,102		1,463,585
Construction-in-progress		**694,574**		628,730		518,405
		8,129,778		7,912,610		7,500,545
Less accumulated depreciation and amortization		**4,546,243**		4,380,709		4,189,940
Property and equipment, net		**3,583,535**		3,531,901		3,310,605
Operating lease assets		**3,234,180**		3,126,841		3,164,685
Other long-term assets		**265,323**		243,229		238,260
Total assets	**$**	**14,678,021**	$	14,300,109	$	13,987,302
Liabilities and Stockholders' Equity						
Current Liabilities						
Accounts payable	**$**	**2,217,227**	$	1,955,850	$	2,150,999
Accrued expenses and other		**639,703**		671,867		689,866
Current operating lease liabilities		**691,036**		683,625		668,028
Accrued payroll and benefits		**353,980**		548,371		435,300
Income taxes payable		**23,266**		76,370		25,449
Current portion of long-term debt		**949,028**		249,713		—
Total current liabilities		**4,874,240**		4,185,796		3,969,642
Long-term debt		**1,513,826**		2,211,017		2,458,615
Non-current operating lease liabilities		**2,710,239**		2,603,349		2,653,632
Other long-term liabilities		**254,487**		232,383		231,945
Deferred income taxes		**194,697**		196,238		218,726
Commitments and contingencies						
Stockholders' Equity						
Common stock, par value $.01 per share Authorized 1,000,000,000 shares Issued and outstanding 332,075,000, 335,172,000 and 338,982,000 shares, respectively		**3,321**		3,352		3,390
Additional paid-in capital		**2,024,822**		1,952,625		1,885,406
Treasury stock		**(705,046)**		(633,318)		(623,185)
Retained earnings		**3,807,435**		3,548,667		3,189,131
Total stockholders' equity		**5,130,532**		4,871,326		4,454,742
Total liabilities and stockholders' equity	**$**	**14,678,021**	$	14,300,109	$	13,987,302

The accompanying notes are an integral part of these condensed consolidated financial statements.

Condensed Consolidated Statements of Stockholders' Equity

	Six Months Ended August 3, 2024					
	Common stock					
($ and shares in 000, except per share data, unaudited)	Shares	Amount	Additional paid-in capital	Treasury stock	Retained earnings	Total
Balance at February 3, 2024	335,172	$ 3,352	$ 1,952,625	$ (633,318)	$ 3,548,667	$ 4,871,326
Net earnings	—	—	—	—	487,990	487,990
Common stock issued under stock plans, net of shares used for tax withholding	642	6	6,218	(70,480)	—	(64,256)
Stock-based compensation	—	—	40,447	—	—	40,447
Common stock repurchased, inclusive of excise tax	(1,892)	(19)	(9,368)	—	(254,870)	(264,257)
Dividends declared ($0.3675 per share)	—	—	—	—	(123,298)	(123,298)
Balance at May 4, 2024	333,922	$ 3,339	$ 1,989,922	$ (703,798)	$ 3,658,489	$ 4,947,952
Net earnings	—	—	—	—	527,148	527,148
Common stock issued under stock plans, net of shares used for tax withholding	(7)	—	6,194	(1,248)	—	4,946
Stock-based compensation	—	—	38,021	—	—	38,021
Common stock repurchased, inclusive of excise tax	(1,840)	(18)	(9,315)	—	(255,749)	(265,082)
Dividends declared ($0.3675 per share)	—	$ —	$ —	$ —	$ (122,453)	$ (122,453)
Balance at August 3, 2024	**332,075**	**$ 3,321**	**$ 2,024,822**	**$ (705,046)**	**$ 3,807,435**	**$ 5,130,532**

The accompanying notes are an integral part of these condensed consolidated financial statements.

	Six Months Ended July 29, 2023					
	Common stock					
($ and shares in 000, except per share data, unaudited)	Shares	Amount	Additional paid-in capital	Treasury stock	Retained earnings	Total
Balance at January 28, 2023	342,753	$ 3,428	$ 1,820,249	$ (584,750)	$ 3,049,656	$ 4,288,583
Net earnings	—	—	—	—	371,191	371,191
Common stock issued under stock plans, net of shares used for tax withholding	461	4	6,145	(37,522)	—	(31,373)
Stock-based compensation	—	—	33,063	—	—	33,063
Common stock repurchased, inclusive of excise tax	(2,169)	(22)	(9,729)	—	(226,523)	(236,274)
Dividends declared ($0.3350 per share)	—	—	—	—	(114,794)	(114,794)
Balance at April 29, 2023	341,045	$ 3,410	$ 1,849,728	$ (622,272)	$ 3,079,530	$ 4,310,396
Net earnings	—	—	—	—	446,319	446,319
Common stock issued under stock plans, net of shares used for tax withholding	89	1	6,208	(913)	—	5,296
Stock-based compensation	—	—	39,429	—	—	39,429
Common stock repurchased, inclusive of excise tax	(2,152)	(21)	(9,959)	—	(222,713)	(232,693)
Dividends declared ($0.3350 per share)	—	—	—	—	(114,005)	(114,005)
Balance at July 29, 2023	338,982	$ 3,390	$ 1,885,406	$ (623,185)	$ 3,189,131	$ 4,454,742

The accompanying notes are an integral part of these condensed consolidated financial statements.

Condensed Consolidated Statements of Cash Flows

	Six Months Ended	
($000, unaudited)	**August 3, 2024**	July 29, 2023
Cash Flows From Operating Activities		
Net earnings	**$ 1,015,138**	$ 817,510
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	**217,781**	197,924
Stock-based compensation	**78,468**	72,492
Deferred income taxes	**(1,541)**	1,667
Change in assets and liabilities:		
Merchandise inventory	**(298,338)**	(276,568)
Other current assets	**(81,363)**	(60,431)
Accounts payable	**271,582**	144,775
Other current liabilities	**(197,585)**	235,490
Income taxes	**(46,708)**	(24,152)
Operating lease assets and liabilities, net	**6,962**	5,172
Other long-term, net	**(3,354)**	2,402
Net cash provided by operating activities	**961,042**	1,116,281
Cash Flows From Investing Activities		
Additions to property and equipment	**(333,735)**	(363,459)
Net cash used in investing activities	**(333,735)**	(363,459)
Cash Flows From Financing Activities		
Issuance of common stock related to stock plans	**12,418**	12,358
Treasury stock purchased	**(71,728)**	(38,435)
Repurchase of common stock	**(524,979)**	(464,890)
Dividends paid	**(245,751)**	(228,799)
Net cash used in financing activities	**(830,040)**	(719,766)
Net (decrease) increase in cash, cash equivalents, and restricted cash and cash equivalents	**(202,733)**	33,056
Cash, cash equivalents, and restricted cash and cash equivalents:		
Beginning of period	**4,935,441**	4,612,241
End of period	**$ 4,732,708**	$ 4,645,297
Supplemental Cash Flow Disclosures		
Interest paid	**$ 40,158**	$ 40,158
Income taxes paid, net	**$ 372,756**	$ 287,084

The accompanying notes are an integral part of these condensed consolidated financial statements.

Note A: Summary of Significant Accounting Policies

Basis of presentation. The accompanying unaudited interim condensed consolidated financial statements have been prepared from the records of Ross Stores, Inc. and subsidiaries (the “Company”) without audit and, in the opinion of management, include all adjustments (consisting of only normal, recurring adjustments) necessary to present fairly the Company’s financial position as of August 3, 2024 and July 29, 2023, and the results of operations, comprehensive income, and stockholders’ equity for the three and six month periods ended August 3, 2024 and July 29, 2023, and the cash flows for the six month periods ended August 3, 2024 and July 29, 2023. The Condensed Consolidated Balance Sheet as of February 3, 2024, presented herein, has been derived from the Company’s audited consolidated financial statements for the fiscal year then ended.

Certain information and disclosures normally included in the notes to annual consolidated financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States of America (“GAAP”) have been condensed or omitted for purposes of these interim condensed consolidated financial statements. The interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including notes thereto, contained in the Company’s Annual Report on Form 10-K for the year ended February 3, 2024.

The results of operations, comprehensive income, and stockholders’ equity for the three and six month periods ended August 3, 2024 and July 29, 2023, and the cash flows for the six month periods ended August 3, 2024 and July 29, 2023 presented herein are not necessarily indicative of the results to be expected for the full fiscal year. The fiscal year ending February 1, 2025 is referred to as fiscal 2024 and is a 52-week year. The fiscal year ended February 3, 2024 is referred to as fiscal 2023 and was a 53-week year.

Use of accounting estimates. The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from the Company’s estimates. The Company’s significant accounting estimates include valuation reserves for inventory, packaway and other inventory carrying costs, useful lives of fixed assets, insurance reserves, reserves for uncertain tax positions, and legal claims.

Revenue recognition. The following sales mix table disaggregates revenue by merchandise category for the three and six month periods ended August 3, 2024 and July 29, 2023:

	Three Months Ended		**Six Months Ended**	
	August 3, 2024	July 29, 2023	**August 3, 2024**	July 29, 2023
Home Accents and Bed and Bath	**24 %**	24 %	**25 %**	25 %
Ladies	**23 %**	24 %	**23 %**	24 %
Men’s	**17 %**	16 %	**16 %**	15 %
Accessories, Lingerie, Fine Jewelry, and Cosmetics	**14 %**	15 %	**14 %**	15 %
Shoes	**13 %**	13 %	**13 %**	13 %
Children’s	**9 %**	8 %	**9 %**	8 %
Total	**100 %**	100 %	**100 %**	100 %

Cash and cash equivalents. Cash equivalents consist of highly liquid, fixed income instruments purchased with an original maturity of three months or less. The institutions where these instruments are held could potentially subject the Company to concentrations of credit risk. The Company manages its risk associated with these instruments primarily by holding its cash and cash equivalents across a highly diversified set of banks and other financial institutions.

Restricted cash and cash equivalents. The Company uses standby letters of credit in addition to a funded trust to collateralize certain insurance obligations. These restricted funds are invested in bank deposits, money market mutual funds, and U.S. Government and agency securities, and cannot be withdrawn from the Company's account without the prior written consent of the secured parties. The standby letters of credit are collateralized by restricted cash. As of August 3, 2024, February 3, 2024, and July 29, 2023, the Company had $2.2 million, $2.2 million, and $2.6 million, respectively, in standby letters of credit outstanding. As of August 3, 2024, February 3, 2024, and July 29, 2023, the Company had $62.4 million, $60.8 million, and $59.1 million, respectively, in a collateral trust. The classification between current and long-term is based on the timing of expected payments of the obligations.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash and cash equivalents in the Condensed Consolidated Balance Sheets, that reconcile to the amounts shown on the Condensed Consolidated Statements of Cash Flows:

($000)		**August 3, 2024**		February 3, 2024		July 29, 2023
Cash and cash equivalents	**$**	**4,668,137**	$	4,872,446	$	4,583,606
Restricted cash and cash equivalents included in:						
Prepaid expenses and other		**14,851**		14,489		12,955
Other long-term assets		**49,720**		48,506		48,736
Total restricted cash and cash equivalents		**64,571**		62,995		61,691
Total cash, cash equivalents, and restricted cash and cash equivalents	**$**	**4,732,708**	$	4,935,441	$	4,645,297

Property and equipment. As of August 3, 2024 and July 29, 2023, the Company had $33.9 million and $34.6 million, respectively, of property and equipment purchased but not yet paid. These purchases are included in Property and equipment, Accounts payable, and Accrued expenses and other in the accompanying Condensed Consolidated Balance Sheets.

Operating leases. Supplemental cash flow disclosures related to operating lease assets obtained in exchange for operating lease liabilities (includes new leases and remeasurements or modifications of existing leases) were as follows:

	Three Months Ended				Six Months Ended			
($000)		**August 3, 2024**		July 29, 2023		**August 3, 2024**		July 29, 2023
Operating lease assets obtained in exchange for operating lease liabilities	**$**	**192,270**	$	207,218	**$**	**440,606**	$	390,851

Cash dividends. On August 21, 2024, the Company's Board of Directors declared a quarterly cash dividend of $0.3675 per common share, payable on September 30, 2024. The Company's Board of Directors declared a cash dividend of $0.3675 per common share in March and May 2024, and $0.3350 per common share in February, May, August, and November 2023.

Stock repurchase program. In March 2024, the Company's Board of Directors approved a new two-year program to repurchase up to $2.1 billion of the Company's common stock through January 31, 2026. During the six month period ended August 3, 2024, the Company repurchased 3.7 million shares of common stock for $525.0 million (excluding excise tax) under this program. During the six month period ended July 29, 2023, the Company repurchased 4.3 million shares of common stock for $464.9 million (excluding excise tax) under the previous, publicly announced repurchase program.

Litigation, claims, and assessments. Like many retailers, the Company has been named in class/representative action lawsuits, primarily in California, alleging violations by the Company of wage and hour laws. Class/representative action litigation remains pending as of August 3, 2024.

The Company is also party to various other legal and regulatory proceedings arising in the normal course of business. Actions filed against the Company may include commercial, product and product safety, consumer, intellectual property, environmental, and labor and employment-related claims, including lawsuits in which private plaintiffs or governmental agencies allege that the Company violated federal, state, and/or local laws. Actions against the Company are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties.

In the opinion of management, the resolution of currently pending class/representative action litigation and other currently pending legal and regulatory proceedings will not have a material adverse effect on the Company's financial condition, results of operations, or cash flows.

Supply chain finance program. The Company facilitates a voluntary supply chain finance program (the "program") to provide certain suppliers with the opportunity to sell their receivables due from the Company to participating financial institutions at the sole discretion of both the suppliers and the financial institutions. A third-party bank administers the program. The Company's responsibility is limited to making payments on the terms originally negotiated with each supplier, regardless of whether a supplier sells its receivable to a financial institution. The Company is not a party to the agreements between the participating financial institutions and the suppliers in connection with the program and receives no financial incentives from the suppliers or the financial institutions. No guarantees are provided by the Company under the program, and the Company's rights and obligations to its suppliers are not affected by the program. The range of payment terms negotiated with suppliers is consistent, irrespective of whether a supplier participates in the program.

All outstanding payments owed under the program are recorded within Accounts payable in the Condensed Consolidated Balance Sheets. The Company accounts for all payments made under the program as a reduction to operating cash flows in Accounts payable within the Condensed Consolidated Statements of Cash Flows. The amounts owed to participating financial institutions under the program and included in Accounts payable were $182.5 million, $146.9 million, and $165.6 million at August 3, 2024, February 3, 2024, and July 29, 2023, respectively.

Recently adopted accounting standards. In September 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2022-04, *Liabilities — Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations*, to enhance transparency about an entity's use of supplier finance programs. The ASU requires enhanced and additional disclosures about the key terms of supplier finance programs, including a description of where in the financial statements any related amounts are presented. The Company adopted ASU 2022-04 in the first quarter of fiscal 2023 on a retrospective basis, excluding the annual rollforward requirement which will be adopted on a prospective basis in its fiscal 2024 Annual Report on Form 10-K. The adoption of this standard did not have a material impact on the Company's condensed consolidated financial statements for the three and six month periods ended August 3, 2024, and is not expected to have a material impact on the Company's fiscal 2024 consolidated financial statements.

Recently issued accounting standards. In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)*: *Improvements to Income Tax Disclosures*. The ASU is intended to enhance the transparency and decision usefulness of income tax disclosures. It requires the Company to disclose disaggregated jurisdictional and categorical information for the tax rate reconciliation and the amount of income taxes paid as well as additional income tax related amounts. The new guidance is effective for annual reporting periods beginning after December 15, 2024, with retrospective application permitted. The Company is currently evaluating the impact of this guidance on its disclosures in the consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.* The ASU is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The standard is effective for annual reporting periods beginning after December 15, 2023, and interim periods beginning after December 15, 2024. The Company is currently evaluating the impact of this guidance on its disclosures in the consolidated financial statements.

Note B: Fair Value Measurements

Accounting standards pertaining to fair value measurements establish a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The inputs used to measure fair value include: Level 1, observable inputs such as quoted prices in active markets; Level 2, inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, unobservable inputs in which little or no market data exists. This fair value hierarchy requires the Company to develop its own assumptions, maximize the use of observable inputs, and minimize the use of unobservable inputs when measuring fair value. Corporate and U.S. government and agency securities are classified within Level 1 because these securities are valued using quoted market prices.

The fair value of the Company's financial instruments are as follows:

($000)	August 3, 2024	February 3, 2024	July 29, 2023
Cash and cash equivalents (Level 1)	**$ 4,668,137**	$ 4,872,446	$ 4,583,606
Restricted cash and cash equivalents (Level 1)	**$ 64,571**	$ 62,995	$ 61,691

The underlying assets in the Company's nonqualified deferred compensation program as of August 3, 2024, February 3, 2024, and July 29, 2023 (included in Other long-term assets and in Other long-term liabilities) primarily consist of participant-directed money market, stock, and bond funds. The fair value measurement for funds with quoted market prices in active markets (Level 1) are as follows:

($000)	August 3, 2024	February 3, 2024	July 29, 2023
Nonqualified deferred compensation program (Level 1)	**$ 181,855**	$ 165,582	$ 161,091

Note C: Stock-Based Compensation

For the three and six month periods ended August 3, 2024 and July 29, 2023, the Company recognized stock-based compensation expense as follows:

	Three Months Ended		Six Months Ended	
($000)	**August 3, 2024**	July 29, 2023	**August 3, 2024**	July 29, 2023
Restricted stock	**$ 21,676**	$ 24,055	**$ 44,910**	$ 45,548
Performance awards	**15,252**	14,278	**31,366**	24,762
Employee stock purchase plan	**1,093**	1,096	**2,192**	2,182
Total	**$ 38,021**	$ 39,429	**$ 78,468**	$ 72,492

Total stock-based compensation expense recognized in the Company's Condensed Consolidated Statements of Earnings for the three and six month periods ended August 3, 2024 and July 29, 2023 is as follows:

	Three Months Ended		Six Months Ended	
Statements of Earnings Classification ($000)	**August 3, 2024**	July 29, 2023	**August 3, 2024**	July 29, 2023
Cost of goods sold	**$ 17,066**	$ 21,306	**$ 36,691**	$ 38,631
Selling, general and administrative	**20,955**	18,123	**41,777**	33,861
Total	**$ 38,021**	$ 39,429	**$ 78,468**	$ 72,492

The tax benefits related to stock-based compensation expense for the three and six month periods ended August 3, 2024 were $7.1 million and $15.0 million, respectively. The tax benefits related to stock-based compensation expense for the three and six month periods ended July 29, 2023 were $8.2 million and $15.2 million, respectively.

Restricted stock awards. The Company grants shares of restricted stock or restricted stock units to directors, officers, and key employees. The market value of shares of restricted stock and restricted stock units at the date of grant is amortized to expense over the vesting period of generally three to five years.

Performance share awards. The Company has a performance share award program for senior executives. A performance share award represents a right to receive shares of restricted stock on a specified settlement date based on the Company's attainment of a performance goal during the performance period, which is the Company's fiscal year. If attained, the restricted stock then vests over a service period, generally three years from the date the performance award was granted.

As of August 3, 2024, shares related to unvested restricted stock, restricted stock units, and performance share awards totaled 3.9 million shares. A summary of restricted stock, restricted stock units, and performance share award activity for the six month period ended August 3, 2024, is presented below:

	Number of shares (000)		Weighted-average grant date fair value
Unvested at February 3, 2024	4,395	$	104.52
Awarded	734		146.55
Released	(1,106)		104.36
Forfeited	(118)		107.51
Unvested at August 3, 2024	**3,905**	**$**	**112.37**

The unamortized compensation expense at August 3, 2024 was $235.7 million which is expected to be recognized over a weighted-average remaining period of 1.9 years. The unamortized compensation expense at July 29, 2023 was $217.6 million which was expected to be recognized over a weighted-average remaining period of 2.1 years.

Shares repurchased for tax withholding are considered treasury shares which are available for reissuance. During the three and six month periods ended August 3, 2024, shares purchased by the Company for tax withholding totaled 8,942 and 493,797, respectively. During the three and six month periods ended July 29, 2023, shares purchased by the Company for tax withholding totaled 8,842 and 376,128, respectively.

Employee stock purchase plan. Under the Employee Stock Purchase Plan ("ESPP"), eligible employees participating in the quarterly offering period can choose to have up to the lesser of 10% of their annual base earnings or the IRS annual share purchase limit of $25,000 in aggregate market value withheld to purchase the Company's common stock. The purchase price of the stock is 85% of the closing market price on the date of purchase. Purchases occur on a quarterly basis (on the last trading day of each calendar quarter). The Company recognizes expense for ESPP purchase rights equal to the value of the 15% discount given on the purchase date.

Note D: Earnings Per Share

The Company computes and reports both basic earnings per share ("EPS") and diluted EPS. Basic EPS is computed by dividing net earnings by the weighted-average number of common shares outstanding for the period. Diluted EPS is computed by dividing net earnings by the sum of the weighted-average number of common shares and dilutive common stock equivalents outstanding during the period. Diluted EPS reflects the total potential dilution that could occur from outstanding equity plan awards and unvested shares of both performance and non-performance based awards of restricted stock and restricted stock units.

Shares are excluded from the calculation of diluted EPS if their effect would have been anti-dilutive to the calculation of diluted EPS. For the three and six month periods ended August 3, 2024, approximately 2,000 and 3,000 weighted-average shares were excluded from the calculation of diluted EPS, respectively. For the three and six month periods ended July 29, 2023, approximately 14,000 and 18,000 weighted-average shares were excluded from the calculation of diluted EPS, respectively.

The following is a reconciliation of the number of shares (denominator) used in the basic and diluted EPS computations:

	Three Months Ended			Six Months Ended		
Shares in (000s)	Basic EPS	Effect of dilutive common stock equivalents	Diluted EPS	Basic EPS	Effect of dilutive common stock equivalents	Diluted EPS
August 3, 2024						
Shares	**329,392**	**2,119**	**331,511**	**330,325**	**2,295**	**332,620**
Amount	**$ 1.60**	**$ (0.01)**	**$ 1.59**	**$ 3.07**	**$ (0.02)**	**$ 3.05**
July 29, 2023						
Shares	336,231	1,701	337,932	337,140	1,863	339,003
Amount	$ 1.33	$ (0.01)	$ 1.32	$ 2.42	$ (0.01)	$ 2.41

Note E: Debt

Senior Notes. Unsecured senior debt (the "Senior Notes"), net of unamortized discounts and debt issuance costs, consisted of the following:

($000)	**August 3, 2024**	February 3, 2024	July 29, 2023
3.375% Senior Notes due 2024	**$ 249,943**	$ 249,713	$ 249,484
4.600% Senior Notes due 2025	**699,085**	698,441	697,800
0.875% Senior Notes due 2026	**497,885**	497,268	496,652
4.700% Senior Notes due 2027	**240,555**	240,335	240,116
4.800% Senior Notes due 2030	**132,864**	132,776	132,688
1.875% Senior Notes due 2031	**496,105**	495,820	495,537
5.450% Senior Notes due 2050	**146,417**	146,377	146,338
Total long-term debt[1]	**$ 2,462,854**	$ 2,460,730	$ 2,458,615
Less: current portion	**$ 949,028**	$ 249,713	$ —
Total due beyond one year	**$ 1,513,826**	$ 2,211,017	$ 2,458,615

[1] Net of unamortized discounts and debt issuance costs of $12.1 million, $14.3 million, and $16.4 million as of August 3, 2024, February 3, 2024, and July 29, 2023, respectively.

Interest on all Senior Notes is payable semi-annually and the Senior Notes are subject to prepayment penalties for early payment of principal.

The aggregate fair value of the seven outstanding series of Senior Notes was approximately $2.4 billion as of August 3, 2024, and approximately $2.3 billion as of February 3, 2024 and July 29, 2023. The fair value is estimated by obtaining comparable market quotes which are considered to be Level 1 inputs under the fair value measurements and disclosures guidance.

Revolving credit facilities. The Company's $1.3 billion senior unsecured revolving credit facility ("Credit Facility") expires in February 2027 and may be extended at the Company's request for up to two additional one-year periods subject to customary conditions. The Credit Facility contains a $300 million sublimit for issuance of standby letters of credit. It also contains an option allowing the Company to increase the size of its Credit Facility by up to an additional $700 million, with the agreement of the committing lenders. Interest on borrowings under this Credit Facility is a term rate based on the Secured Overnight Financing Rate ("Term SOFR") (or an alternate benchmark rate, if Term SOFR is no longer available) plus an applicable margin and is payable quarterly and upon maturity.

The Credit Facility is subject to a quarterly Consolidated Adjusted Debt to Consolidated EBITDAR financial leverage ratio covenant. As of August 3, 2024, the Company was in compliance with the financial covenant, had no borrowings or standby letters of credit outstanding under the Credit Facility, and the $1.3 billion Credit Facility remained in place and available.

The table below shows the components of interest income for the three and six month periods ended August 3, 2024 and July 29, 2023:

	Three Months Ended		Six Months Ended	
($000)	**August 3, 2024**	July 29, 2023	**August 3, 2024**	July 29, 2023
Interest expense on long-term debt	**$ 21,142**	$ 21,133	**$ 42,317**	$ 42,299
Other interest expense	**367**	372	**725**	745
Capitalized interest	**(4,577)**	(2,818)	**(8,842)**	(4,926)
Interest income	**(60,282)**	(55,901)	**(123,500)**	(106,729)
Interest income, net	**$ (43,350)**	$ (37,214)	**$ (89,300)**	$ (68,611)

Note F: Taxes on Earnings

The Company's effective tax rate for the three month periods ended August 3, 2024 and July 29, 2023 was approximately 25%. The Company's effective tax rate for the six month periods ended August 3, 2024 and July 29, 2023 was approximately 24%. The Company's effective tax rate is impacted by changes in tax laws and accounting guidance, location of new stores, level of earnings, tax effects associated with stock-based compensation, and the resolution of tax positions with various tax authorities.

As of August 3, 2024, February 3, 2024, and July 29, 2023, the reserves for unrecognized tax benefits were $63.2 million, $58.6 million, and $63.3 million, inclusive of $8.0 million, $6.2 million, and $7.5 million of related interest and penalties, respectively. The Company accounts for interest and penalties related to unrecognized tax benefits as a part of its provision for taxes on earnings. If recognized, $50.2 million would impact the Company's effective tax rate. It is reasonably possible that certain federal and state tax matters may be concluded or statutes of limitations may lapse during the next 12 months. Accordingly, the total amount of unrecognized tax benefits may decrease by up to $11.7 million. The difference between the total amount of unrecognized tax benefits and the amounts that would impact the effective tax rate relates to amounts attributable to deferred income tax assets and liabilities. These amounts are net of federal and state income taxes.

The Company is open to audit by the Internal Revenue Service under the statute of limitations for fiscal years 2020 through 2023. The Company's state income tax returns are generally open to audit under the various statutes of limitations for fiscal years 2019 through 2023. Certain state tax returns are currently under audit by various tax authorities. The Company does not expect the results of these audits to have a material impact on the condensed consolidated financial statements.

In December 2021, the Organization for Economic Co-operation and Development released Pillar Two Model Rules ("Pillar Two"), which provide for a global minimum tax of 15% on multinational entities. Although the United States has not yet adopted Pillar Two, several countries enacted Pillar Two with an initial effective date of January 1, 2024. The impact of Pillar Two on the Company's effective tax rate is expected to be minimal for fiscal 2024. The Company will continue to monitor future Pillar Two legislation in relevant jurisdictions for any impacts to its effective tax rate.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Ross Stores, Inc.:

Results of Review of Interim Financial Information

We have reviewed the accompanying condensed consolidated balance sheets of Ross Stores, Inc. and subsidiaries (the “Company”) as of August 3, 2024 and July 29, 2023, the related condensed consolidated statements of earnings, comprehensive income, and stockholders’ equity, for the three and six month periods ended August 3, 2024 and July 29, 2023, and cash flows for the six month periods ended August 3, 2024 and July 29, 2023 and the related notes (collectively referred to as the “interim financial information”). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial information for it to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of February 3, 2024, and the related consolidated statements of earnings, comprehensive income, stockholders’ equity, and cash flows for the year then ended (not presented herein); and in our report dated April 1, 2024, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of February 3, 2024, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

This interim financial information is the responsibility of the Company’s management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our reviews in accordance with standards of the PCAOB. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/Deloitte & Touche LLP

San Francisco, California
September 10, 2024

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section and other parts of this Form 10-Q contain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed below under the caption "Forward-Looking Statements" and also those in Part I, Item 1A (Risk Factors) of our Annual Report on Form 10-K for fiscal 2023. The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and in conjunction with the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for fiscal 2023. All information is based on our fiscal calendar.

Overview

Ross Stores, Inc. operates two brands of off-price retail apparel and home fashion stores—Ross Dress for Less® ("Ross") and dd's DISCOUNTS®. Ross is the largest off-price apparel and home fashion chain in the United States, with 1,795 locations in 43 states, the District of Columbia, and Guam, as of August 3, 2024. Ross offers first-quality, in-season, name brand and designer apparel, accessories, footwear, and home fashions for the entire family at savings of 20% to 60% off department and specialty store regular prices every day. We also operate 353 dd's DISCOUNTS stores in 22 states as of August 3, 2024 that feature a more moderately-priced assortment of first-quality, in-season, name brand apparel, accessories, footwear, and home fashions for the entire family at savings of 20% to 70% off moderate department and discount store regular prices every day.

Our low-to-moderate income customers continue to face persistently high costs for necessities, pressuring their discretionary spending amidst a volatile external environment. Through these ongoing pressures and uncertainty, we remain focused on offering our customers the best branded values possible throughout our stores. In addition, we plan to carefully manage our expenses and inventory, while closely monitoring market share trends for the off-price industry. We believe our market share can continue to grow through continued focus on bringing value and convenience to our consumers.

Results of Operations

The following table summarizes our financial results for the three and six month periods ended August 3, 2024 and July 29, 2023:

	Three Months Ended		Six Months Ended	
	August 3, 2024	July 29, 2023	**August 3, 2024**	July 29, 2023
Sales				
Sales (millions)	**$ 5,288**	$ 4,935	**$ 10,146**	$ 9,430
Sales growth	**7.1 %**	7.7 %	**7.6 %**	5.8 %
Comparable store sales growth[1]	**4 %**	5 %	**3 %**	3 %
Costs and expenses (as a percent of sales)				
Cost of goods sold	**71.7 %**	72.3 %	**71.8 %**	72.8 %
Selling, general and administrative	**15.8 %**	16.4 %	**15.9 %**	16.5 %
Interest income, net	**(0.8 %)**	(0.8 %)	**(0.9 %)**	(0.7 %)
Earnings before taxes (as a percent of sales)	**13.3 %**	12.1 %	**13.2 %**	11.4 %
Net earnings (as a percent of sales)	**10.0 %**	9.0 %	**10.0 %**	8.7 %

[1] Comparable stores are stores open for more than 14 complete months.

Stores. Our long-term strategy is to open additional stores based on market penetration, local demographic characteristics, competition, expected store profitability, and the ability to leverage overhead expenses. We continually evaluate opportunistic real estate acquisitions and opportunities for potential new store locations. We also evaluate our current store locations and determine store closures based on similar criteria.

We opened 24 new stores in the second quarter of fiscal 2024 and remain on track to open a total of approximately 90 new stores this year.

The following table summarizes the stores opened and closed during the three and six month periods ended August 3, 2024 and July 29, 2023:

	Three Months Ended		Six Months Ended	
Store Count	**August 3, 2024**	July 29, 2023	**August 3, 2024**	July 29, 2023
Ross Dress for Less				
Beginning of the period	**1,775**	1,704	**1,764**	1,693
Opened in the period	**21**	18	**32**	29 [1]
Closed in the period	**(1)**	—	**(1)**	—
Total Ross Dress for Less stores end of period	**1,795**	1,722	**1,795**	1,722
dd's DISCOUNTS				
Beginning of the period	**352**	330	**345**	322
Opened in the period	**3**	9	**10**	17
Closed in the period	**(2)**	—	**(2)**	—
Total dd's DISCOUNTS stores end of period	**353**	339	**353**	339
Total stores end of period	**2,148**	2,061	**2,148**	2,061

[1] Includes the reopening of a store previously temporarily closed due to a weather event.

Sales. Sales for the three month period ended August 3, 2024 increased $352.6 million, or 7.1%, compared to the three month period ended July 29, 2023, primarily due to a 4% comparable store sales increase and the opening of 87 net new stores between July 29, 2023 and August 3, 2024.

Sales for the six month period ended August 3, 2024 increased $716.0 million, or 7.6%, compared to the six month period ended July 29, 2023, primarily due to the opening of 87 net new stores between July 29, 2023 and August 3, 2024 and a 3% comparable store sales increase.

Our sales mix for the three and six month periods ended August 3, 2024 and July 29, 2023 is shown below:

	Three Months Ended		Six Months Ended	
	August 3, 2024	July 29, 2023	**August 3, 2024**	July 29, 2023
Home Accents and Bed and Bath	**24 %**	24 %	**25 %**	25 %
Ladies	**23 %**	24 %	**23 %**	24 %
Men's	**17 %**	16 %	**16 %**	15 %
Accessories, Lingerie, Fine Jewelry, and Cosmetics	**14 %**	15 %	**14 %**	15 %
Shoes	**13 %**	13 %	**13 %**	13 %
Children's	**9 %**	8 %	**9 %**	8 %
Total	**100 %**	100 %	**100 %**	100 %

Cost of goods sold. Cost of goods sold for the three month period ended August 3, 2024 increased $222.6 million compared to the three month period ended July 29, 2023, primarily due to the 4% comparable store sales increase and higher sales from the opening of 87 net new stores between July 29, 2023 and August 3, 2024, partially offset by lower distribution costs and lower buying costs primarily due to lower incentive compensation expense.

Cost of goods sold for the six month period ended August 3, 2024 increased $420.6 million compared to the six month period ended July 29, 2023, primarily due to higher sales from the opening of 87 net new stores between July 29, 2023 and August 3, 2024 and the 3% comparable store sales increase, partially offset by lower distribution costs and lower buying costs primarily due to lower incentive compensation expense.

Cost of goods sold as a percentage of sales for the three month period ended August 3, 2024 decreased approximately 60 basis points compared to the three month period ended July 29, 2023, primarily due to a 70 basis point decrease in distribution costs, a 55 basis point decrease in buying costs primarily due to lower incentive compensation expense, and a 15 basis point decrease in domestic freight costs. Partially offsetting these items was an 80 basis point decrease in merchandise margin, primarily due to our continued efforts to offer more sharply priced branded bargains.

Cost of goods sold as a percentage of sales for the six month period ended August 3, 2024 decreased approximately 100 basis points compared to the six month period ended July 29, 2023, primarily due to a 75 basis point decrease in distribution costs, a 55 basis point decrease in buying costs primarily due to lower incentive compensation expense, and a 20 basis point decrease in domestic freight costs. Partially offsetting these items was a 50 basis point decrease in merchandise margin primarily due to our continued efforts to offer more sharply priced branded bargains.

We expect lower incentive compensation expense, domestic freight costs, and distribution costs as a percentage of sales to continue through the remainder of fiscal 2024, offset by lower merchandise margins as we build on our efforts to offer more sharply priced branded bargains throughout our stores.

Selling, general and administrative expenses. For the three and six month periods ended August 3, 2024, selling, general and administrative expenses (“SG&A”) increased $28.5 million and $58.5 million, respectively, compared to the three and six month periods ended July 29, 2023, primarily due to the opening of 87 net new stores between July 29, 2023 and August 3, 2024.

SG&A as a percentage of sales for the three and six month periods ended August 3, 2024 decreased 55 and 60 basis points, respectively, compared to the three and six month periods ended July 29, 2023, primarily due to higher sales and lower incentive compensation expense.

We expect lower incentive compensation expense as a percentage of sales to continue through the remainder of fiscal 2024.

Interest income, net. For the three and six month periods ended August 3, 2024, interest income, net increased $6.1 million and $20.7 million, respectively, compared to the three and six month periods ended July 29, 2023, primarily due to increased interest income from higher interest rates and higher cash balances.

The table below shows the components of interest income, net for the three and six month periods ended August 3, 2024 and July 29, 2023:

	Three Months Ended		**Six Months Ended**	
($000)	**August 3, 2024**	July 29, 2023	**August 3, 2024**	July 29, 2023
Interest expense on long-term debt	**$ 21,142**	$ 21,133	**$ 42,317**	$ 42,299
Other interest expense	**367**	372	**725**	745
Capitalized interest	**(4,577)**	(2,818)	**(8,842)**	(4,926)
Interest income	**(60,282)**	(55,901)	**(123,500)**	(106,729)
Interest income, net	**$ (43,350)**	$ (37,214)	**$ (89,300)**	$ (68,611)

Taxes on earnings. Our effective tax rate for the three month periods ended August 3, 2024 and July 29, 2023 was approximately 25%. Our effective tax rate for the six month periods ended August 3, 2024 and July 29, 2023 was approximately 24%. Our effective tax rate is impacted by changes in tax laws and accounting guidance, location of new stores, level of earnings, tax effects associated with stock-based compensation, and the resolution of tax positions with various tax authorities.

Net earnings. Net earnings as a percentage of sales for the three month periods ended August 3, 2024 and July 29, 2023 were 10.0% and 9.0%, respectively. Net earnings as a percentage of sales for the three month period ended August 3, 2024 were higher primarily due to lower cost of goods sold and lower SG&A expenses.

Net earnings as a percentage of sales for the six month periods ended August 3, 2024 and July 29, 2023 were 10.0% and 8.7%, respectively. Net earnings as a percentage of sales for the six month period ended August 3, 2024 were higher primarily due to lower cost of goods sold, lower SG&A expenses, and higher interest income.

Earnings per share. Diluted earnings per share for the three month period ended August 3, 2024 was $1.59, compared to $1.32 for the three month period ended July 29, 2023. Diluted earnings per share for the six month period ended August 3, 2024 was $3.05, compared to $2.41 for the six month period ended July 29, 2023.

The $0.27 increase in the diluted earnings per share for the three month period ended August 3, 2024 was primarily attributable to an 18% increase in net earnings and a 2% reduction in weighted-average diluted shares outstanding largely due to stock repurchases under our stock repurchase program. The $0.64 increase in the diluted earnings per share for the six month period ended August 3, 2024 was primarily attributable to a 24% increase in net earnings and a 3% reduction in weighted-average diluted shares outstanding largely due to stock repurchases under our stock repurchase program.

Financial Condition

Liquidity and Capital Resources

The primary sources of funds for our business activities are cash flows from operations and short-term trade credit. Our primary ongoing cash requirements are for merchandise inventory purchases, payroll, operating and variable lease costs, taxes, capital expenditures related to new and existing stores, and investments in distribution centers, information systems, and buying and corporate offices. We also use cash to repurchase stock under active stock repurchase programs, pay dividends, and repay debt as it becomes due.

	Six Months Ended	
($000)	**August 3, 2024**	July 29, 2023
Cash provided by operating activities	**$ 961,042**	$ 1,116,281
Cash used in investing activities	**(333,735)**	(363,459)
Cash used in financing activities	**(830,040)**	(719,766)
Net (decrease) increase in cash, cash equivalents, and restricted cash and cash equivalents	**$ (202,733)**	$ 33,056

Operating Activities

Net cash provided by operating activities was $961.0 million for the six month period ended August 3, 2024. This was primarily driven by net earnings excluding non-cash expenses for depreciation, amortization, and stock-based compensation, partially offset by the payment of fiscal 2023 incentive bonuses. Net cash provided by operating activities was $1.1 billion for the six month period ended July 29, 2023. This was primarily driven by net earnings excluding non-cash expenses for depreciation, amortization, and stock-based compensation.

The decrease in cash flow provided by operating activities for the six month period ended August 3, 2024 compared to the same period in the prior fiscal year was primarily driven by higher incentive compensation payments and lower accounts payable leverage (defined as accounts payable divided by merchandise inventory), partially offset by higher net earnings.

Accounts payable leverage was 89% and 94% as of August 3, 2024 and July 29, 2023, respectively. The decrease in accounts payable leverage was primarily due to the timing of inventory receipts and related payments versus last year.

As a regular part of our business, packaway inventory levels will vary over time based on availability of compelling merchandise purchase opportunities in the marketplace and our decisions on the timing for release of that inventory to our stores. Packaway merchandise is purchased with the intent that it will be stored in our warehouses until a later date. The timing of the release of packaway inventory to our stores is principally driven by the product mix and seasonality of the merchandise, and its relation to our store merchandise assortment plans. As such, the aging of packaway varies by merchandise category and seasonality of purchase, but typically packaway remains in storage for less than six months. We expect to continue to take advantage of packaway inventory opportunities to maximize our ability to deliver bargains to our customers.

Changes in packaway inventory levels impact our operating cash flow. As of August 3, 2024, packaway inventory was 39% of total inventory, compared to 40% at the end of fiscal 2023.

Investing Activities

Net cash used in investing activities was $333.7 million and $363.5 million for the six month periods ended August 3, 2024 and July 29, 2023, respectively, and was related to our capital expenditures. Our capital expenditures include costs to build, expand, and improve distribution centers, to open new stores and improve existing stores, and for various other expenditures related to our information technology systems and buying and corporate offices.

The decrease in cash used in investing activities for the six month period ended August 3, 2024, compared to the same period in the prior fiscal year, was primarily due to lower capital expenditures in the current year related to our new Buckeye, Arizona distribution center, partially offset by the purchase of land for our next distribution center.

Capital expenditures for fiscal 2024 are currently projected to be approximately $780 million. Our planned capital expenditures for fiscal 2024 are for investments in our supply chain to support long-term growth, including construction of our next distribution centers, investments in our information technology systems, costs for fixtures and leasehold improvements to open new Ross and dd's DISCOUNTS stores, and for various other expenditures related to our stores, distribution centers, and buying and corporate offices. We expect to fund capital expenditures with available cash.

Financing Activities

Net cash used in financing activities was $830.0 million and $719.8 million for the six month periods ended August 3, 2024 and July 29, 2023, respectively, primarily resulting from stock repurchases under our stock repurchase program and from dividend payments.

Revolving credit facilities. We have a $1.3 billion senior unsecured revolving credit facility. As of August 3, 2024, we had no borrowings or standby letters of credit outstanding under the Credit Facility, our Credit Facility remained in place and available, and we were in compliance with its financial covenant. Refer to Note E: Debt in the Notes to Condensed Consolidated Financial Statements for additional information.

Senior notes. As of August 3, 2024, we had approximately $2.5 billion of outstanding unsecured Senior Notes, of which $949 million is classified within Current Liabilities on our Condensed Consolidated Balance Sheet for the period ended August 3, 2024. Refer to Note E: Debt in the Notes to Condensed Consolidated Financial Statements for additional information.

Other financing activities. In March 2024, our Board of Directors approved a new two-year program to repurchase up to $2.1 billion of our common stock through January 31, 2026. During the six month period ended August 3, 2024, we repurchased 3.7 million shares of common stock for $525.0 million (excluding excise tax) under this program. For the six month period ended July 29, 2023, we repurchased 4.3 million shares of common stock for $464.9 million (excluding excise tax) under our previous, publicly announced repurchase program. During the six month periods ended August 3, 2024 and July 29, 2023, we also acquired 0.5 million and 0.4 million shares of treasury stock, respectively, to cover employee tax withholding obligations under our employee equity compensation programs, for aggregate purchase prices of approximately $71.7 million and $38.4 million, respectively.

On August 21, 2024, our Board of Directors declared a quarterly cash dividend of $0.3675 per common share, payable on September 30, 2024. The Board of Directors declared a cash dividend of $0.3675 per common share in March and May 2024, and $0.3350 per common share in February, May, August, and November 2023.

For the six month periods ended August 3, 2024 and July 29, 2023, we paid cash dividends of $245.8 million and $228.8 million, respectively.

Short-term trade credit represents a significant source of financing for merchandise inventory. Trade credit arises from customary payment terms and trade practices with our vendors. We regularly review the adequacy of credit available to us from all sources, and expect to be able to maintain adequate trade credit, bank credit, and other credit sources to meet our capital and liquidity requirements.

We ended the second quarter of fiscal 2024 with $4.7 billion of unrestricted cash balances, which were held primarily in overnight money market funds invested in U.S. treasury and government instruments across a highly diversified set of banks and other financial institutions. We also have $1.3 billion available under our Credit Facility. We estimate that existing cash and cash equivalent balances, cash flows from operations, our bank credit facility, and trade credit are adequate to meet our operating cash needs and to fund our planned capital investments, debt repayments, interest payments, common stock repurchases, and quarterly dividend payments for at least the next 12 months.

Contractual Obligations and Off-Balance Sheet Arrangements

As of August 3, 2024, there have been no material changes to our contractual obligations as disclosed in our Annual Report on Form 10-K as of February 3, 2024, other than those which occur in the ordinary course of business.

Standby letters of credit and collateral trust. We use standby letters of credit outside of our revolving credit facility and a funded trust to collateralize some of our insurance obligations. As of August 3, 2024, February 3, 2024, and July 29, 2023, we had $2.2 million, $2.2 million, and $2.6 million, respectively, in standby letters of credit outstanding. As of August 3, 2024, February 3, 2024, and July 29, 2023, we had $62.4 million, $60.8 million, and $59.1 million, respectively, held in a collateral trust. The standby letters of credit are collateralized by restricted cash and the collateral trust consists of restricted cash and cash equivalents.

Critical Accounting Estimates

During the second quarter of fiscal 2024, there were no significant changes to the critical accounting estimates discussed in our Annual Report on Form 10-K for the year ended February 3, 2024.

Forward-Looking Statements

This report contains a number of forward-looking statements regarding, without limitation, projected sales, costs and earnings, planned new store growth, capital expenditures, liquidity, and other matters. These forward-looking statements reflect our then-current beliefs, plans, and estimates with respect to future events and our projected financial performance, operations, and competitive position. The words “plan,” “expect,” “target,” “anticipate,” “estimate,” “believe,” “forecast,” “projected,” “guidance,” “outlook,” “looking ahead,” and similar expressions identify forward-looking statements.

Future impact from inflation, interest rate changes, ongoing military conflicts and economic sanctions, climate change, pandemics, natural disasters, and other economic, regulatory, consumer spending, and industry trends that could potentially adversely affect our revenue, profitability, operating conditions, and growth are difficult to predict. Our forward-looking statements are subject to risks and uncertainties which could cause our actual results to differ materially from those forward-looking statements and our previous expectations, plans, and projections. Such risks and uncertainties are not limited to but may include:

- Uncertainties arising from the macroeconomic environment, including inflation, high interest rates, housing costs, energy and fuel costs, financial and credit market conditions, recession concerns, geopolitical conditions, and public health and public safety issues that affect consumer confidence, and consumer disposable income, and shopping behavior, as well as our costs.
- Unexpected changes in the level of consumer spending on, or preferences for, apparel and home-related merchandise, which could adversely affect us.
- Competitive pressures in the apparel and home-related merchandise retailing industry.
- Our need to effectively manage our inventories, markdowns, and inventory shortage in order to achieve our planned gross margins.
- Risks associated with importing and selling merchandise produced in other countries, including risks from supply chain disruption, shipping delays, and higher than expected ocean freight costs.

- Unseasonable weather or extreme temperatures that may affect shopping patterns and consumer demand for seasonal apparel and other merchandise.
- Our dependence on the market availability, quantity, and quality of attractive brand name merchandise at desirable discounts, and on the ability of our buyers to anticipate consumer preferences and to purchase merchandise to enable us to offer customers a wide assortment of merchandise at competitive prices.
- Information or data security breaches, including cyber-attacks on our transaction processing and computer information systems, which could disrupt our operations, and result in theft or unauthorized disclosure of confidential and valuable business information, such as customer, credit card, employee, or other private and valuable information that we handle in the ordinary course of our business.
- Disruptions in our supply chain or in our information systems, including from ransomware or other cyber-attacks, that could impact our ability to process sales and to deliver product to our stores in a timely and cost-effective manner.
- Our need to obtain acceptable new store sites with favorable consumer demographics to achieve our planned store openings.
- Our need to expand in existing markets and enter new geographic markets in order to achieve planned growth and market penetration.
- Consumer problems or legal issues involving the quality, safety, or authenticity of products we sell, which could harm our reputation, result in lost sales, and/or increase our costs.
- An adverse outcome in various legal, regulatory, or tax matters, or the adoption of new federal or state tax legislation that increases tax rates or adds new taxes, that could increase our costs.
- Damage to our corporate reputation or brands that could adversely affect our sales and operating results.
- Our need to continually attract, train, and retain associates with the retail talent necessary to execute our off-price retail strategies.
- Our need to effectively advertise and market our business.
- Changes in U.S. tax, tariff, or trade policy regarding apparel and home-related merchandise produced in other countries, which could adversely affect our business.
- Possible volatility in our revenues and earnings.
- A public health or public safety crisis, or a natural or man-made disaster in California or another region where we have a concentration of stores, offices, or a distribution center, that could harm our business.
- Our need to maintain sufficient liquidity to support our continuing operations and our new store openings.

The factors underlying our forecasts are dynamic and subject to change. As a result, any forecasts or forward-looking statements speak only as of the date they are given and do not necessarily reflect our outlook at any other point in time. We disclaim any obligation to update or revise these forward-looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks, which primarily include changes in interest rates. We do not engage in financial transactions for trading or speculative purposes.

We may occasionally use forward contracts to hedge against fluctuations in foreign currency prices. We had no outstanding forward contracts as of August 3, 2024.

Interest that is payable on our Credit Facility is based on variable interest rates and is therefore affected by changes in market interest rates. As of August 3, 2024, we had no borrowings outstanding under the Credit Facility.

As of August 3, 2024, we had outstanding seven series of unsecured Senior Notes. Interest that is payable on all series of our Senior Notes is based on fixed interest rates, and is therefore unaffected by changes in market interest rates.

We receive interest payments on our cash and cash equivalents and restricted cash and cash equivalents. Changes in interest rates may impact the interest income we recognize in the future.

A hypothetical 100 basis point increase or decrease in prevailing market interest rates would not have had a material negative impact on our financial position, results of operations, cash flows, or the fair values of our cash and cash equivalents and restricted cash and cash equivalents as of and for the three month or six month periods ended August 3, 2024. We do not consider the potential losses in future earnings and cash flows from reasonably possible, near-term changes in interest rates to be material.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our “disclosure controls and procedures” (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at that reasonable assurance level as of the end of the period covered by this report.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

Quarterly Evaluation of Changes in Internal Control Over Financial Reporting

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of our internal control over financial reporting to determine whether any change occurred during the second fiscal quarter of 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, our management concluded that there was no such change during the second fiscal quarter of 2024.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The matters under the caption “Litigation, claims, and assessments” in Note A of Notes to Condensed Consolidated Financial Statements are incorporated herein by reference.

ITEM 1A. RISK FACTORS

See Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended February 3, 2024 for a description of risks and uncertainties associated with our business.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Information regarding shares of common stock we repurchased during the second quarter of fiscal 2024 is as follows:

Period	Total number of shares (or units) purchased[1]	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs ($000)
May (5/5/2024 - 6/1/2024)	481,660	$135.01	477,456	$ 1,773,050
June (6/2/2024-7/6/2024)	732,033	$145.64	727,295	$ 1,667,130
July (7/7/2024- 8/3/2024)	634,821	$145.09	634,821	$ 1,575,020
Total	1,848,514	$142.68	1,839,572	$ 1,575,020

[1] We acquired 8,942 shares of treasury stock during the quarter ended August 3, 2024. Treasury stock includes shares acquired from employees for tax withholding purposes related to vesting of restricted stock grants.

In March 2024, our Board of Directors approved a new two-year program to repurchase up to $2.1 billion of our common stock through January 31, 2026.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit
3.1	Certificate of Incorporation of Ross Stores, Inc. as amended (Corrected First Restated Certificate of Incorporation, dated March 17, 1999, together with amendments thereto through Amendment of Certificate of Incorporation dated May 29, 2015) incorporated by reference to Exhibit 3.1 to the Form 10-Q filed by Ross Stores, Inc. for its quarter ended August 1, 2015.
3.2	Amended and Restated Bylaws of Ross Stores, Inc. (as amended March 8, 2023), incorporated by reference to Exhibit 3.2 to the Form 8-K filed by Ross Stores, Inc. on March 14, 2023.
10.1	Form of Notice of Grant of Restricted Stock Units and Form of Restricted Stock Units Agreement (For Non-employee Directors) pursuant to the Ross Stores, Inc. 2017 Equity Incentive Plan.
15	Letter re: Unaudited Interim Financial Information from Deloitte & Touche LLP dated September 10, 2024.
31.1	Certification of Chief Executive Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
31.2	Certification of Chief Financial Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document. (The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.)
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File. (The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

ROSS STORES, INC.
(Registrant)

Date: September 10, 2024

By: /s/Jeffrey P. Burrill
Jeffrey P. Burrill
Senior Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)

ROSS STORES, INC.
NOTICE OF GRANT OF RESTRICTED STOCK UNITS
(For Non-employee Directors)

Ross Stores, Inc. (the *"**Company**"*) has granted to the Participant an award (the *"**Award**"*) of certain restricted stock units pursuant to the Ross Stores, Inc. 2017 Equity Incentive Plan (the *"**Plan**"*), each of which represents the right to receive on the applicable Settlement Date one (1) share of Stock, as follows. Capitalized terms used herein but not otherwise defined have the meanings set forth in the Plan and the Restricted Stock Units Agreement for Non-employee Directors (the "***Restricted Stock Units Agreement***"):

Participant:	**Participant ID:**
Date of Grant:	
Total Number of Units:	____ (each a "***Unit***"), subject to adjustment as provided by the Restricted Stock Units Agreement.
Settlement Date (as to Vested Units):	[The first to occur of: (a) May 31, ________ (enter year), (b) the date of the Participant's Separation from Service, or (c) immediately prior to the consummation of a Section 409A Change in Control.] [The first to occur of: (a) the date of the Participant's Separation from Service, or (b) immediately prior to the consummation of a Section 409A Change in Control.]
Vested Units:	Except as provided in the Restricted Stock Units Agreement, and provided that the Participant's Service has not terminated prior to the applicable date, the Units will vest in increments and become Vested Units on the dates shown:

Units	Vest Date

By their signatures below or by electronic acceptance or authentication in a form authorized by the Company, the Company and the Participant agree that the Award is governed by this Grant Notice and by the provisions of the Restricted Stock Units Agreement and the Plan, both of which are made a part of this document. The Participant acknowledges that copies of the Plan, the Restricted Stock Units Agreement and the prospectus for the Plan are available on the Company's internal web site and may be viewed and printed by the Participant for attachment to the Participant's copy of this Grant Notice. The Participant represents that the Participant has read and is familiar with the provisions of the Restricted Stock Units Agreement and the Plan, and hereby accepts the Award subject to all of their terms and conditions.

ROSS STORES, INC.	**PARTICIPANT**
By: ____ [officer name] [officer title]	____ Signature
	____ Date
Address:	____ Address
	____

ATTACHMENTS: 2017 Equity Incentive Plan, as amended to the Date of Grant; Restricted Stock Units Agreement and Plan Prospectus

ROSS STORES, INC.
RESTRICTED STOCK UNITS AGREEMENT
(FOR NON-EMPLOYEE DIRECTORS)

Ross Stores, Inc. has granted to the Participant named in the *Notice of Grant of Restricted Stock Units* (the *"**Grant Notice**"*) to which this Restricted Stock Units Agreement for Non-employee Directors (the *"**Agreement**"*) is attached an Award consisting of Restricted Stock Units (each a *"**Unit**"*) subject to the terms and conditions set forth in the Grant Notice and this Agreement. The Award has been granted pursuant to and shall in all respects be subject to the terms and conditions of the Ross Stores, Inc. 2017 Equity Incentive Plan (the *"**Plan**"*), as amended to the Date of Grant, the provisions of which are incorporated herein by reference. By signing the Grant Notice, the Participant: (a) acknowledges receipt of and represents that the Participant has read and is familiar with the Grant Notice, this Agreement, the Plan and a prospectus for the Plan prepared in connection with the registration with the Securities and Exchange Commission of the shares issuable pursuant to the Award (the *"**Plan Prospectus**"*), (b) accepts the Award subject to all of the terms and conditions of the Grant Notice, this Agreement and the Plan and (c) agrees to accept as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Grant Notice, this Agreement or the Plan.

1. **Definitions and Construction.**

1.1 **Definitions.** Unless otherwise defined herein, capitalized terms shall have the meanings assigned to such terms in the Grant Notice or the Plan. For purposes of the Award, the following terms have the following meanings:

(a) ***"Section 409A Change in Control"*** means a Change in Control which also constitutes a "change in the ownership" of the Company, a "change in effective control" of the Company, or a "change in the ownership of a substantial portion of the assets" of the Company within the meaning of the Section 409A regulations.

(b) ***"Separation from Service"*** means the Participant's "separation from service" with the Company within the meaning of the Section 409A Regulations, including a separation from service due to the Participant's death or Disability.

1.2 **Construction.** Captions and titles contained herein are for convenience only and shall not affect the meaning or interpretation of any provision of this Agreement. Except when otherwise indicated by the context, the singular shall include the plural and the plural shall include the singular. Use of the term "or" is not intended to be exclusive, unless the context clearly requires otherwise.

2. **Administration.**

All questions of interpretation concerning the Grant Notice, this Agreement, the Plan or any other form of agreement or other document employed by the Company in the administration of the Plan or the Award shall be determined by the Committee. All such determinations by the Committee shall be final, binding and conclusive upon all persons having an interest in the Award, unless fraudulent or made in bad faith. Any and all actions, decisions and determinations taken or made by the Committee in the exercise of its discretion pursuant to the Plan or the Award or other agreement thereunder (other than determining questions of interpretation pursuant to the preceding sentence) shall be final, binding and conclusive upon all persons having an interest in the Award. Any Officer shall have the authority to act on behalf of the Company with respect to any matter, right, obligation, or election which is the responsibility of or which is allocated to the Company herein, provided the Officer has apparent authority with respect to such matter, right, obligation, or election.

3. **The Award.**

3.1 **Grant of Units.** On the Date of Grant, the Participant shall acquire, subject to the provisions of this Agreement, the Total Number of Units set forth in the Grant Notice, subject to adjustment as provided in Section 9. Each Unit represents a right to receive on a date determined in accordance with the Grant Notice and this Agreement one (1) share of Stock.

3.2 **No Monetary Payment Required.** The Participant is not required to make any monetary payment (other than applicable tax withholding, if any) as a condition to receiving the Units or shares of Stock issued upon settlement of the Units, the consideration for which shall be past services actually rendered or future services to be rendered to a Participating Company or for its benefit. Notwithstanding the foregoing, if required by applicable law, the Participant shall furnish consideration in the form of cash or past services rendered to a Participating Company or for its benefit having a value not less than the par value of the shares of Stock issued upon settlement of the Units.

4. **Vesting of Units**.

4.1 **Normal Vesting.** Units acquired pursuant to this Agreement shall become Vested Units as provided in the Grant Notice. No additional Units will become Vested Units following the Participant's termination of Service for any reason.

4.2 **Acceleration of Vesting Upon a Change in Control.** Subject to Section 4.3, in the event of a Change in Control, the vesting of the Units shall be accelerated in full and the total number of Units shall be deemed Vested Units effective as of immediately prior to consummation of the Change in Control, provided that the Participant's Service has not terminated prior to such date.

4.3 **Acceleration of Vesting Upon Death.** In the event of a termination of the Participant's Service due to the death of the Participant which occurs on or after the 12-month anniversary of the Grant Date, the vesting of the Units shall be accelerated in full, and the Total Number of Units shall be deemed Vested Units effective as of the date of the Participant's death.

4.4 **Federal Excise Tax Under Section 4999 of the Code.**

(a) **Excess Parachute Payment.** In the event that any acceleration of vesting pursuant to this Agreement and any other payment or benefit received or to be received by the Participant would subject the Participant to any excise tax pursuant to Section 4999 of the Code due to the characterization of such acceleration of vesting, payment or benefit as an excess parachute payment under Section 280G of the Code, the amount of any acceleration of vesting called for under this Agreement shall not exceed the amount which produces the greatest after-tax benefit to the Participant.

(b) **Determination by Independent Accountants.** Upon the occurrence of any event that might reasonably be anticipated to give rise to the acceleration of vesting under Section 4.2 (an ***"Event"***), the Company shall promptly request a determination in writing by independent public accountants selected by the Company (the ***"Accountants"***) of the amount of such acceleration of vesting, payments and benefits which would produce the greatest after-tax benefit to the Participant. For the purposes of such determination, the Accountants may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code. The Company and the Participant shall furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make their required determination. The Company shall bear all fees and expenses the Accountants may reasonably charge in connection with their services contemplated by this Section 4.3(b).

5. **Company Reacquisition Right.**

5.1 **Grant of Company Reacquisition Right.** Except to the extent otherwise provided by the Superseding Agreement, if any, in the event that the Participant's Service terminates for any reason or no reason, with or without cause, the Participant shall forfeit and the Company shall automatically reacquire all Units which are not, as of the time of such termination, Vested Units (***"Unvested Units"***), and the Participant shall not be entitled to any payment therefor (the ***"Company Reacquisition Right"***).

5.2 **Ownership Change Event, Non-Cash Dividends, Distributions and Adjustments.** Upon the occurrence of an Ownership Change Event, a dividend or distribution to the stockholders of the Company paid in shares of Stock or other property, or any other adjustment upon a change in the capital structure of the Company as described in Section 9, any and all new, substituted or additional securities or other property (other than regular, periodic cash dividends paid on Stock pursuant to the Company's dividend policy) to which the Participant is entitled by reason of the Participant's ownership of Unvested Units shall be immediately subject to the Company Reacquisition Right and included in the terms "Units" and "Unvested Units" for all purposes of the Company Reacquisition Right with the same force and effect as the Unvested Units immediately prior to the Ownership Change Event, dividend, distribution or adjustment, as the case may be. For purposes of determining the number of Vested Units following an Ownership Change Event, dividend, distribution or adjustment, credited Service shall include all Service with any corporation which is a Participating Company at the time the Service is rendered, whether or not such corporation is a Participating Company both before and after any such event.

6. **Settlement of the Award.**

6.1 **Issuance of Shares of Stock.** Subject to the provisions of Section 6.3, the Company shall issue to the Participant on the Settlement Date with respect to each Vested Unit to be settled on such date one (1) share of Stock. The Settlement Date with respect to a Unit shall be the date specified in the Grant Notice; provided, however that if not administratively practicable for the shares to be issued by the Company on such Settlement Date, the shares will be issued as soon as administratively practicable within the sixty (60) day period thereafter, on such date as is determined by the Company in its discretion. Shares of Stock issued in settlement of Units shall not be subject to any restriction on transfer other than any such restriction as may be required pursuant to Section 6.3, Section 7 or the Company's Trading Compliance Policy.

6.2 **Beneficial Ownership of Shares; Certificate Registration.** The Participant hereby authorizes the Company, in its sole discretion, to deposit any or all shares acquired by the Participant pursuant to the settlement of the Award with the Company's transfer agent, including any successor transfer agent, to be held in book entry form, or to deposit such shares for the benefit of the Participant with any broker with which the Participant has an account relationship of which the Company has notice. Except as provided by the foregoing, a certificate for the shares acquired by the Participant shall be registered in the name of the Participant, or, if applicable, in the names of the heirs of the Participant.

6.3 **Restrictions on Grant of the Award and Issuance of Shares.** The grant of the Award and issuance of shares of Stock upon settlement of the Award shall be subject to compliance with all applicable requirements of federal, state or foreign law with respect to such securities. No shares of Stock may be issued hereunder if the issuance of such shares would constitute a violation of any applicable federal, state or foreign securities laws or other law or regulations or the requirements of any stock exchange or market system upon which the Stock may then be listed. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Company's legal counsel to be necessary to the lawful issuance of any shares subject to the Award shall relieve the Company of any liability in respect of the failure to issue such shares as to which such requisite authority shall not have been obtained. As a condition to the settlement of the Award, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate, to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company.

6.4 **Fractional Shares.** The Company shall not be required to issue fractional shares upon the settlement of the Award.

7. **Tax Withholding.**

7.1 **In General.** To the extent applicable, at the time the Grant Notice is executed, or at any time thereafter as requested by a Participating Company, the Participant hereby authorizes withholding from payroll and any other amounts payable to the Participant, and otherwise agrees to make adequate provision for, any sums required to satisfy the federal, state, local and foreign tax (including any social insurance) withholding obligations of the Participating Company, if any, which arise in connection with the Award, the vesting of Units or the issuance of shares of Stock in settlement thereof. The Company shall have no obligation to deliver shares of Stock until the tax withholding obligations of the Participating Company have been satisfied by the Participant.

7.2 **Assignment of Sale Proceeds.** Subject to compliance with applicable law and the Company's Trading Compliance Policy, the Company may permit the Participant to satisfy the Participating Company's tax withholding obligations in accordance with procedures established by the Company providing for either (i) delivery by the Participant to the Company or a broker approved by the Company of properly executed instructions, in a form approved by the Company, providing for the assignment to the Company of the proceeds of a sale with respect to some or all of the shares being acquired upon settlement of the Units, or (ii) payment by check. The Participant shall deliver written notice of any such permitted election to the Company on a form specified by the Company for this purpose at least thirty (30) days (or such other period established by the Company) prior to the date on which the Company's tax withholding obligation arises (the *"**Withholding Date**"*). If the Participant elects payment by check, the Participant agrees to deliver a check for the full amount of the required tax withholding to the applicable Participating Company on or before the third business day following the Withholding Date. If the Participant elects payment by check but fails to make such payment as required by the preceding sentence, the Company is hereby authorized, at its discretion, to satisfy the tax withholding obligations through any means authorized by this Section 7.2, including by directing a sale for the account of the Participant of some or all of the shares to be issued upon settlement of the Units from which the required taxes shall be withheld, by withholding from payroll and any other amounts payable to the Participant or by withholding shares in accordance with Section 7.3.

7.3 **Withholding in Shares.** The Company shall have the right, but not the obligation, to require the Participant to satisfy all or any portion of a Participating Company's tax withholding obligations by deducting from the shares of Stock otherwise deliverable to the Participant in settlement of the Award a number of whole shares having a fair market value, as determined by the Company as of the date on which the tax withholding obligations arise, not in excess of the amount of such tax withholding obligations determined by the applicable rates required to avoid liability classification of the Award under generally accepted accounting principles in the United States.

8. **Effect of Change in Control.**

In the event of a Change in Control, the Award shall vest and be settled upon the Change in Control, subject to the Participant's continued Service through such date.

9. **Adjustments for Changes in Capital Structure.**

Subject to any required action by the stockholders of the Company and the requirements of Section 409A of the Code to the extent applicable, in the event of any change in the Stock effected without receipt of consideration by the Company, whether through merger, consolidation, reorganization, reincorporation, recapitalization, reclassification, stock dividend, stock split, reverse stock split, split-up, split-off, spin-off, combination of shares, exchange of shares, or similar change in the capital structure of the Company, or in the event of payment of a dividend or distribution to the stockholders of the Company in a form other than Stock (other than regular, periodic cash dividends paid on Stock pursuant to the Company's dividend policy) that has a material effect on the Fair Market Value of shares of Stock, appropriate and proportionate adjustments shall be made in the number of Units subject to the Award and/or the number and kind of shares or other property to be issued in settlement of the Award, in order to prevent dilution or enlargement of the Participant's rights under the Award. For purposes of the foregoing, conversion of any convertible securities of the Company shall not be treated as "effected without receipt of consideration by the Company." Any and all new, substituted or additional securities or other property (other than regular, periodic cash dividends paid on Stock pursuant to the Company's dividend policy) to which the Participant is entitled by reason of ownership of Units acquired pursuant to this Award will be immediately subject to the provisions of this Award on the same basis as all Units originally acquired hereunder. Any fractional Unit or share resulting from an adjustment pursuant to this Section shall be rounded down to the nearest whole number. Such adjustments shall be determined by the Committee, and its determination shall be final, binding and conclusive.

10. **Dividends; Rights as a Stockholder.**

10.1 **Dividends.** Prior to the date that shares are issued in settlement of the Award, the Participant will become entitled to receive payments equal to any cash dividends and other distributions paid in accordance with the Company's dividend policy with respect to a corresponding number of shares of Common Stock to be issued in settlement of the outstanding Units subject to the Award. Any such dividends or distributions will be subject to the same forfeiture restrictions as apply to the Units subject to the Award and shall accrue to the extent necessary so that such dividends or distributions are not paid prior to the date that the Units become Vested Units, and will be paid upon the Units becoming Vested Units.

10.2 **Stockholder Rights.** The Participant shall have no rights as a stockholder with respect to any shares which may be issued in settlement of this Award until the date of the issuance of such shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment or payment shall be made for dividends, distributions or other rights for which the record date is prior to the date the shares are issued, except as provided in Section 9 and in Section 10.1.

11. **Legends**.

The Company may at any time place legends referencing any applicable federal, state or foreign securities law restrictions on all certificates representing shares of stock issued pursuant to this Agreement. The Participant shall, at the request of the Company, promptly present to the Company any and all certificates representing shares acquired pursuant to this Award in the possession of the Participant in order to carry out the provisions of this Section.

12. **Compliance with Section 409A**.

It is intended that this Award shall comply in all respects with the applicable requirements of Section 409A (including applicable regulations or other administrative guidance thereunder, as determined by the Committee in good faith) to avoid the unfavorable tax consequences provided therein for non-compliance. In connection with effecting such compliance with Section 409A, the following shall apply:

12.1 **Separation from Service; Required Delay in Payment to Specified Employee.** Notwithstanding anything set forth herein to the contrary, no amount payable pursuant to this Agreement on account of the Participant's termination of Service which constitutes a "deferral of compensation" within the meaning of the Treasury Regulations issued pursuant to Section 409A of the Code (the *"**Section 409A Regulations**"*) shall be paid unless and until the Participant has incurred a "separation from service" within the meaning of the Section 409A Regulations. Furthermore, to the extent that the Participant is a "specified employee" within the meaning of the Section 409A Regulations as of the date of the Participant's separation from service, no amount that constitutes a deferral of compensation which is payable on account of the Participant's separation from service shall be paid to the Participant before the date (the *"**Delayed Payment Date**"*) which is the first day of the seventh month after the date of the Participant's separation from service or, if earlier, the date of the Participant's death following such separation from service. All such amounts that would, but for this Section, become payable prior to the Delayed Payment Date will be accumulated and paid on the Delayed Payment Date.

12.2 **Other Changes in Time of Payment.** Neither the Participant nor the Company shall take any action to accelerate or delay the payment of any benefits under this Agreement in any manner which would not be in compliance with the Section 409A Regulations.

12.3 **Amendments to Comply with Section 409A; Indemnification.** Notwithstanding any other provision of this Agreement to the contrary, the Company is authorized to amend this Agreement, to void or amend any election made by the Participant under this Agreement and/or to delay the payment of any monies and/or provision of any benefits in such manner as may be determined by the Company, in its discretion, to be necessary or appropriate to comply with the Section 409A Regulations without prior notice to or consent of the Participant. The Participant hereby releases and holds harmless the Company, its directors, officers and stockholders from any and all claims that may arise from or relate to any tax liability, penalties, interest, costs, fees or other liability incurred by the Participant in connection with the Award, including as a result of the application of Section 409A.

12.4 **Advice of Independent Tax Advisor.** The Company has not obtained a tax ruling or other confirmation from the Internal Revenue Service with regard to the application of Section 409A to the Award, and the Company does not represent or warrant that this Agreement will avoid adverse tax consequences to the Participant, including as a result of the application of Section 409A to the Award. The Participant hereby acknowledges that he or she has been advised to seek the advice of his or her own independent tax advisor prior to entering into this Agreement and is not relying upon any representations of the Company or any of its agents as to the effect of or the advisability of entering into this Agreement.

13. **Miscellaneous Provisions.**

13.1 **Termination or Amendment.** The Committee may terminate or amend the Plan or this Agreement at any time; provided, however, that no such termination or amendment may have a materially adverse effect on the Participant's rights under this Agreement without the consent of the Participant unless such termination or amendment is necessary to comply with applicable law or government regulation, including, but not limited to, Section 409A. No amendment or addition to this Agreement shall be effective unless in writing.

13.2 **Nontransferability of the Award.** Prior to the issuance of shares of Stock on the applicable Settlement Date, neither this Award nor any Units subject to this Award shall be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the Participant or the Participant's beneficiary, except transfer by will or by the laws of descent and distribution. All rights with respect to the Award shall be exercisable during the Participant's lifetime only by the Participant or the Participant's guardian or legal representative.

13.3 **Further Instruments.** The parties hereto agree to execute such further instruments and to take such further action as may reasonably be necessary to carry out the intent of this Agreement.

13.4 **Binding Effect.** This Agreement shall inure to the benefit of the successors and assigns of the Company and, subject to the restrictions on transfer set forth herein, be binding upon the Participant and the Participant's heirs, executors, administrators, successors and assigns.

13.5 **Delivery of Documents and Notices.** Any document relating to participation in the Plan or any notice required or permitted hereunder shall be given in writing and shall be deemed effectively given (except to the extent that this Agreement provides for effectiveness only upon actual receipt of such notice) upon personal delivery, electronic delivery at the e-mail address, if any, provided for the Participant by a Participating Company, or upon deposit in the U.S. Post Office or foreign postal service, by registered or certified mail, or with a nationally recognized overnight courier service, with postage and fees prepaid, addressed to the other party at the address of such party set forth in the Grant Notice or at such other address as such party may designate in writing from time to time to the other party.

(a) ***Description of Electronic Delivery and Signature.*** The Plan documents, which may include but do not necessarily include: the Plan, the Grant Notice, this Agreement, the Plan Prospectus, and any reports of the Company provided generally to the Company's stockholders, may be delivered to the Participant electronically. In addition, if permitted by the Company, the Participant may deliver electronically the Grant Notice to the Company or to such third party involved in administering the Plan as the Company may designate from time to time. Such means of electronic delivery may include but do not necessarily include the delivery of a link to a Company intranet or the Internet site of a third party involved in administering the Plan, the delivery of the document via e-mail or such other means of electronic delivery specified by the Company. Any and all such documents and notices may be electronically signed.

(b) ***Consent to Electronic Delivery and Signature.*** The Participant acknowledges that the Participant has read Section 13.5(a) of this Agreement and consents to the electronic delivery of the Plan documents and, if permitted by the Company, the delivery of the Grant Notice, as described in Section 13.5(a). The Participant agrees that any and all such documents requiring a signature may be electronically signed and that such electronic signature shall have the same effect as handwritten signature for the purposes of validity, enforceability and admissibility. The Participant acknowledges that he or she may receive from the Company a paper copy of any documents delivered electronically at no cost to the Participant by contacting the Company by telephone or in writing. The Participant further acknowledges that the Participant will be provided with a paper copy of any documents if the attempted electronic delivery of such documents fails. Similarly, the Participant understands that the Participant must provide the Company or any designated third-party administrator with a paper copy of any documents if the attempted electronic delivery of such documents fails. The Participant may revoke his or her consent to the electronic delivery of documents described in Section 13.5(a) or may change the electronic mail address to which such documents are to be delivered (if Participant has provided an electronic mail address) at any time by notifying the Company of such revoked consent or revised e-mail address by telephone, postal service or electronic mail. Finally, the Participant understands that he or she is not required to consent to electronic delivery of documents described in Section 13.5(a).

13.6 **No Rights to Continued Service.** Nothing in this Agreement shall confer upon the Participant any right to continue in the Service of a Participating Company or interfere in any way with any right of the Participating Company Group to terminate the Participant's Service at any time.

13.7 **Integrated Agreement.** The Grant Notice, this Agreement and the Plan, together with the Superseding Agreement, if any, shall constitute the entire understanding and agreement of the Participant and the Participating Company Group with respect to the subject matter contained herein or therein and supersede any prior agreements, understandings, restrictions, representations, or warranties among the Participant and the Participating Company Group with respect to such subject matter. To the extent contemplated herein or therein, the provisions of the Grant Notice, this Agreement and the Plan shall survive any settlement of the Award and shall remain in full force and effect.

13.8 **Applicable Law.** This Agreement shall be governed by the laws of the State of California as such laws are applied to agreements between California residents entered into and to be performed entirely within the State of California.

13.9 **Counterparts.** The Grant Notice may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

EXHIBIT 15

September 10, 2024

The Board of Directors and Stockholders of Ross Stores, Inc.:

5130 Hacienda Drive
Dublin, CA 94568

We are aware that our report dated September 10, 2024, on our review of the interim financial information of Ross Stores, Inc. appearing in this Quarterly Report on Form 10-Q for the quarter ended August 3, 2024, is incorporated by reference in Registration Statements Nos. 333-115836, 333-151116, 333-210465, and 333-218052 on Form S-8.

/s/Deloitte & Touche LLP

San Francisco, California
September 10, 2024

EXHIBIT 31.1

Ross Stores, Inc.
Certification of Chief Executive Officer
Pursuant to Sarbanes-Oxley Act Section 302(a)

I, Barbara Rentler, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ross Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 10, 2024

/s/Barbara Rentler
Barbara Rentler
Chief Executive Officer

EXHIBIT 31.2

Ross Stores, Inc.
Certification of Chief Financial Officer
Pursuant to Sarbanes-Oxley Act Section 302(a)

I, Adam Orvos, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ross Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 10, 2024

/s/Adam Orvos
Adam Orvos
Executive Vice President, Chief Financial Officer

EXHIBIT 32.1

Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Ross Stores, Inc. (the “Company”) on Form 10-Q for the quarter ended August 3, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Barbara Rentler, as Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 10, 2024

/s/Barbara Rentler
Barbara Rentler
Chief Executive Officer

EXHIBIT 32.2

Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Ross Stores, Inc. (the “Company”) on Form 10-Q for the quarter ended August 3, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Adam Orvos, as Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 10, 2024

/s/Adam Orvos
Adam Orvos
Executive Vice President, Chief Financial Officer