

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

**Form 8-K**

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

Date of report (date of earliest event reported):  
**January 22, 2014**

**ROSS STORES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-14678**  
(Commission File No.)

**94-1390387**  
(I.R.S. Employer Identification  
No.)

**5130 Hacienda Drive, Dublin, California 94568**  
(Address of principal executive offices)

Registrant's telephone number, including area code:  
**(925) 965-4400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

**ROSS STORES, INC.**      5130 Hacienda Drive, Dublin, California 94568      (925) 965-4400

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Transition of Chief Financial Officer. On January 22, 2014, the Ross Stores, Inc. (the “Company”) Board of Directors appointed Michael Hartshorn as the Company’s Chief Financial Officer, effective February 2, 2014. Effective at the same time, Mr. Hartshorn was also appointed principal financial officer and principal accounting officer of the Company. Mr. Hartshorn, age 46, joined the Company in 2000 and has served in various positions with increasing responsibility, most recently serving as the Company’s Senior Vice President and Deputy CFO since January 2012, and before that serving as Group Vice President, Finance & Treasurer from March 2011 and as Vice President, Financial Planning & Treasurer from April 2006. Mr. Hartshorn received his BS in Accountancy from the University of Missouri in 1990.

In connection with his appointment as Chief Financial Officer, Mr. Hartshorn will (i) enter into a new employment agreement with the Company, in a form substantially consistent with the employment agreements of other executive officers of the Company, covering a period expiring in 2018 and providing him an annual salary of \$560,000, and (ii) receive a restricted stock grant at a dollar value of \$300,000, subject to vesting in March 2019.

Effective February 2, 2014, John Call, currently Group Senior Vice President, Chief Financial Officer and Corporate Secretary, will cease to serve as Chief Financial Officer and the other positions that are transitioned to Mr. Hartshorn. Mr. Call has been the Company’s Chief Financial Officer since 1997. He will remain Group Senior Vice President and Corporate Secretary.

On January 28, 2014, the Company issued a press release regarding this transition. The full text of the Company’s press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits.**

Exhibit

<u>No.</u>	<u>Description</u>
99.1	January 28, 2014 Press Release by Ross Stores, Inc.

**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 hereunto duly authorized.

Date: January 28, 2014

**ROSS STORES, INC.**

Registrant

By: /s/K. Jew

Ken Jew

Group Vice President, Corporate Counsel and Assistant

Corporate Secretary



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**FOR IMMEDIATE RELEASE**

**Contact:** Connie Wong  
Director, Investor & Media Relations  
(925) 965-4668  
connie.wong@ros.com

**ROSS STORES APPOINTS MICHAEL HARTSHORN  
CHIEF FINANCIAL OFFICER**

**Dublin, California, January 28, 2014** – Ross Stores, Inc. (Nasdaq: ROST) announced that Michael Hartshorn, 46 is being promoted to Chief Financial Officer, retaining his Senior Vice President title, effective February 2, 2014. Mr. Hartshorn will be responsible for the accounting, treasury, financial planning, tax, risk management and investor relations functions. As CFO, he will continue to report to John Call, Group Senior Vice President, Finance and Legal, and Corporate Secretary.

Michael Balmuth, Vice Chairman and Chief Executive Officer, commented, “Michael is a very talented executive with 24 years of broad-based financial experience. He joined our Company 14 years ago and has held various management positions in our Finance, IT and supply chain organizations, most recently as Senior Vice President and Deputy Chief Financial Officer. His strong management skills, financial expertise, and in-depth knowledge of our business will be valuable assets in his new role. Michael will continue to work closely with John Call, who has been our CFO for the past 16 years and who will continue in his senior leadership role, overseeing our finance and legal functions. Our Company will continue to benefit from the proven leadership and financial expertise of these two exceptional executives.”

Michael Hartshorn has been Senior Vice President and Deputy Chief Financial Officer of Ross Stores since January 2012. Prior to this, he was Group Vice President, Finance and Treasurer from March 2011 to January 2012 and Vice President, Finance and Treasurer from April 2006 to March 2011. From 2002 to 2006, he served in various management roles in the Ross IT and supply chain organizations, focusing on network strategy and operating initiatives. He initially joined the Company in 2000 as Director and Assistant Controller.

Mr. Hartshorn began his career at the public accounting firm of Coopers & Lybrand where he spent three years in their audit practice, followed by seven years in various financial roles at the May Department Stores Company. He also holds a Bachelor of Science in Accountancy from the University of Missouri.

Ross Stores, Inc. is an S&P 500, Fortune 500 and Nasdaq 100 (ROST) company headquartered in Dublin, California, with fiscal 2012 revenues of \$9.7 billion. The Company operates Ross Dress for Less<sup>®</sup> (“Ross”), the largest off-price apparel and home fashion chain in the United States with 1,154 locations in 33 states, the District of Columbia and Guam as of January 28, 2014. Ross offers first-quality, in-season, name brand and designer apparel, accessories, footwear and home fashions for the entire family at everyday savings of 20% to 60% off department and specialty store regular prices. The Company also operates 131 dd’s DISCOUNTS<sup>®</sup> in ten states 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 everyday savings of 20% to 70% off moderate department and discount store regular prices. Additional information is available at [www.rossstores.com](http://www.rossstores.com).