

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K/A**

**CURRENT REPORT**

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

Date of report (date of earliest event reported):

**September 26, 2016**

**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))

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**Explanatory Note:** This Form 8-K/A amends the Form 8-K previously filed on September 30, 2015, to provide updated information reported under Item 5.02(b).

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

(b) On September 26, 2016, Ross Stores, Inc. (the “Company”) and Lisa Panattoni, the Company’s President, Merchandising, Ross Dress for Less, entered into an Executive Employment Agreement (the “Agreement”) setting forth revised terms and timing relating to Ms. Panattoni’s planned retirement.

The Agreement contemplates that Ms. Panattoni will continue to serve in her current position as President, Merchandising, Ross Dress for Less, through July 31, 2018, and then cease to serve in that position and instead be employed as a Consultant for the Company from August 1, 2018 through July 31, 2020. In both roles, she will continue to report to the Company’s Chief Executive Officer.

**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: September 29, 2016

**ROSS STORES, INC.**

Registrant

By: /s/K. Jew

Ken Jew

Senior Vice President, General Counsel and Assistant Corporate Secretary