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 01, 2020

☐ 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**
Former name, former address and former fiscal year, if changed since last report.	N/A

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 14, 2020 was 356,005,661.

Ross Stores, Inc.
Form 10-Q
Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Condensed Consolidated Statements of Operations

	Three Months Ended		Six Months Ended	
($000, except stores and per share data, unaudited)	**August 1, 2020**	August 3, 2019	**August 1, 2020**	August 3, 2019
Sales	**$ 2,684,712**	$ 3,979,869	**$ 4,527,385**	$ 7,776,511
Costs and Expenses				
Cost of goods sold	**2,080,120**	2,843,850	**3,970,111**	5,545,518
Selling, general and administrative	**519,495**	591,970	**934,800**	1,150,220
Interest expense (income), net	**28,855**	(4,782)	**35,521**	(10,417)
Total costs and expenses	**2,628,470**	3,431,038	**4,940,432**	6,685,321
Earnings (loss) before taxes	**56,242**	548,831	**(413,047)**	1,091,190
Provision (benefit) for taxes on earnings (loss)	**34,195**	136,110	**(129,252)**	257,327
Net earnings (loss)	**$ 22,047**	$ 412,721	**$ (283,795)**	$ 833,863
Earnings (loss) per share				
Basic	**$ 0.06**	$ 1.15	**$ (0.81)**	$ 2.31
Diluted	**$ 0.06**	$ 1.14	**$ (0.81)**	$ 2.29
Weighted-average shares outstanding (000)				
Basic	**352,276**	359,794	**352,239**	361,439
Diluted	**354,232**	362,074	**352,239**	364,007
Store count at end of period	**1,832**	1,772	**1,832**	1,772

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

Condensed Consolidated Statements of Comprehensive Income (Loss)

	Three Months Ended		Six Months Ended	
($000, unaudited)	**August 1, 2020**	August 3, 2019	**August 1, 2020**	August 3, 2019
Net earnings (loss)	**$ 22,047**	$ 412,721	**$ (283,795)**	$ 833,863
Other comprehensive income (loss)	—	—	—	—
Comprehensive income (loss)	**$ 22,047**	**$ 412,721**	**$ (283,795)**	**$ 833,863**

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

Condensed Consolidated Balance Sheets

($000, except share data, unaudited)		**August 1, 2020**		February 1, 2020		August 3, 2019
Assets						
Current Assets						
Cash and cash equivalents	**$**	**3,793,043**	$	1,351,205	$	1,382,025
Accounts receivable		**162,723**		102,236		130,439
Merchandise inventory		**1,117,983**		1,832,339		1,835,869
Prepaid expenses and other		**273,612**		147,048		167,585
Total current assets		**5,347,361**		3,432,828		3,515,918
Property and Equipment						
Land and buildings		**1,177,863**		1,177,262		1,162,269
Fixtures and equipment		**3,137,495**		3,115,003		2,886,275
Leasehold improvements		**1,241,819**		1,219,736		1,162,935
Construction-in-progress		**363,000**		189,536		200,012
		5,920,177		5,701,537		5,411,491
Less accumulated depreciation and amortization		**3,214,072**		3,048,101		2,906,451
Property and equipment, net		**2,706,105**		2,653,436		2,505,040
Operating lease assets		**3,053,735**		3,053,782		2,932,199
Other long-term assets		**215,044**		208,321		198,790
Total assets	**$**	**11,322,245**	$	9,348,367	$	9,151,947
Liabilities and Stockholders' Equity						
Current Liabilities						
Accounts payable	**$**	**1,009,704**	$	1,296,482	$	1,359,829
Accrued expenses and other		**557,475**		462,111		474,273
Current operating lease liabilities		**579,277**		564,481		549,841
Accrued payroll and benefits		**204,109**		364,435		295,465
Income taxes payable		**—**		14,425		—
Short-term debt		**802,507**		—		—
Total current liabilities		**3,153,072**		2,701,934		2,679,408
Long-term debt		**2,286,295**		312,891		312,665
Non-current operating lease liabilities		**2,601,254**		2,610,528		2,496,230
Other long-term liabilities		**258,869**		214,086		227,842
Deferred income taxes		**155,556**		149,679		139,538
Commitments and contingencies						
Stockholders' Equity						
Common stock, par value $.01 per share Authorized 1,000,000,000 shares Issued and outstanding 356,006,000, 356,775,000 and 362,166,000 shares, respectively		**3,560**		3,568		3,622
Additional paid-in capital		**1,512,699**		1,458,307		1,412,976
Treasury stock		**(465,674)**		(433,328)		(425,012)
Retained earnings		**1,816,614**		2,330,702		2,304,678
Total stockholders' equity		**2,867,199**		3,359,249		3,296,264
Total liabilities and stockholders' equity	**$**	**11,322,245**	$	9,348,367	$	9,151,947

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

Condensed Consolidated Statements of Stockholders' Equity

	Six Months Ended August 1, 2020										
	Common stock			Additional paid-in capital		Treasury stock		Retained earnings		Total	
(000)	Shares		Amount								
Balance at February 1, 2020	356,775	$	3,568	$	1,458,307	$	(433,328)	$	2,330,702	$	3,359,249
Net loss	—		—		—		—		(305,842)		(305,842)
Common stock issued under stock plans, net of shares used for tax withholding	318		3		5,441		(32,317)		—		(26,873)
Stock-based compensation	—		—		24,739		—		—		24,739
Common stock repurchased	(1,171)		(12)		(3,576)		—		(128,879)		(132,467)
Dividends declared ($0.285 per share)	—		—		—		—		(101,414)		(101,414)
Balance at May 2, 2020	355,922	$	3,559	$	1,484,911	$	(465,645)	$	1,794,567	$	2,817,392
Net earnings	—		—		—		—		22,047		22,047
Common stock issued under stock plans, net of shares used for tax withholding	84		1		5,630		(29)		—		5,602
Stock-based compensation	—		—		22,158		—		—		22,158
Balance at August 1, 2020	356,006	$	3,560	$	1,512,699	$	(465,674)	$	1,816,614	$	2,867,199

	Six Months Ended August 3, 2019										
	Common stock			Additional paid-in capital		Treasury stock		Retained earnings		Total	
(000)	Shares		Amount								
Balance at February 2, 2019	368,242	$	3,682	$	1,375,965	$	(372,663)	$	2,298,762	$	3,305,746
Net earnings	—		—		—		—		421,142		421,142
Cumulative effect of adoption of accounting standard (leases), net	—		—		—		—		(19,614)		(19,614)
Common stock issued under stock plans, net of shares used for tax withholding	390		4		5,291		(50,880)		—		(45,585)
Stock-based compensation	—		—		19,689		—		—		19,689
Common stock repurchased	(3,372)		(33)		(9,387)		—		(310,710)		(320,130)
Dividends declared ($0.255 per share)	—		—		—		—		(93,722)		(93,722)
Balance at May 4, 2019	365,260	$	3,653	$	1,391,558	$	(423,543)	$	2,295,858	$	3,267,526
Net earnings	—		—		—		—		412,721		412,721
Common stock issued under stock plans, net of shares used for tax withholding	98		1		5,610		(1,469)		—		4,142
Stock-based compensation	—		—		24,924		—		—		24,924
Common stock repurchased	(3,192)		(32)		(9,116)		—		(310,981)		(320,129)
Dividends declared ($0.255 per share)	—		—		—		—		(92,920)		(92,920)
Balance at August 3, 2019	362,166	$	3,622	$	1,412,976	$	(425,012)	$	2,304,678	$	3,296,264

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

Condensed Consolidated Statements of Cash Flows

($000, unaudited)	Six Months Ended August 1, 2020	Six Months Ended August 3, 2019
Cash Flows From Operating Activities		
Net (loss) earnings	**$ (283,795)**	$ 833,863
Adjustments to reconcile net (loss) earnings to net cash provided by operating activities:		
Depreciation and amortization	**179,626**	166,898
Stock-based compensation	**46,897**	44,613
Deferred income taxes	**5,877**	21,868
Change in assets and liabilities:		
Merchandise inventory	**714,356**	(85,427)
Other current assets	**(51,924)**	(55,309)
Accounts payable	**(289,710)**	187,050
Other current liabilities	**(44,671)**	(8,529)
Income taxes	**(145,001)**	(31,193)
Operating lease assets and liabilities, net	**5,569**	8,276
Other long-term, net	**35,197**	1,353
Net cash provided by operating activities	**172,421**	1,083,463
Cash Flows From Investing Activities		
Additions to property and equipment	**(250,047)**	(250,314)
Proceeds from investments	**—**	517
Net cash used in investing activities	**(250,047)**	(249,797)
Cash Flows From Financing Activities		
Net proceeds from issuance of short-term debt	**805,601**	—
Payments of short-term debt	**(3,094)**	—
Net proceeds from issuance of long-term debt	**1,976,030**	—
Payments of debt issuance costs	**(3,254)**	—
Issuance of common stock related to stock plans	**11,075**	10,906
Treasury stock purchased	**(32,346)**	(52,349)
Repurchase of common stock	**(132,467)**	(640,259)
Dividends paid	**(101,414)**	(186,642)
Net cash provided by (used in) financing activities	**2,520,131**	(868,344)
Net increase (decrease) in cash, cash equivalents, and restricted cash and cash equivalents	**2,442,505**	(34,678)
Cash, cash equivalents, and restricted cash and cash equivalents:		
Beginning of period	**1,411,410**	1,478,079
End of period	**$ 3,853,915**	$ 1,443,401
Supplemental Cash Flow Disclosures		
Interest paid	**$ 10,069**	$ 6,341
Income taxes paid	**$ 9,872**	$ 266,653

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

Notes to Condensed Consolidated Financial Statements

Three and Six Months Ended August 1, 2020 and August 3, 2019
(Unaudited)

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 1, 2020 and August 3, 2019, the results of operations, comprehensive income (loss), and stockholders' equity for the three and six month periods ended August 1, 2020 and August 3, 2019, and cash flows for the six month periods ended August 1, 2020 and August 3, 2019. The Condensed Consolidated Balance Sheet as of February 1, 2020, 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 accounting principles generally accepted 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 1, 2020.

The results of operations, comprehensive income (loss), and stockholders' equity for the three and six month periods ended August 1, 2020 and August 3, 2019 and cash flows for the six month periods ended August 1, 2020 and August 3, 2019 presented herein are not necessarily indicative of the results to be expected for the full fiscal 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. The Company's significant accounting estimates include valuation reserves for inventory, packaway inventory costs, useful lives of fixed assets, insurance reserves, reserves for uncertain tax positions, estimates for provisions of the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), and legal claims. Given the global economic climate and additional, or unforeseen effects, from the COVID-19 pandemic, these estimates are more challenging, and actual results could differ materially from the Company's estimates.

Revenue recognition. All of the Company's store locations, its primary source of revenue, were temporarily closed from March 20, 2020 through a portion of the second fiscal quarter of 2020 due to the COVID-19 pandemic. The Company started a phased reopening of its stores on May 14, 2020. On average, the Company's stores were open for about 75 percent of the second quarter, with the vast majority of its store locations open and operating by the end of June 2020. The following sales mix table disaggregates revenue by merchandise category for the three and six month periods ended August 1, 2020 and August 3, 2019:

	Three Months Ended		**Six Months Ended**	
	August 1, 2020 [1]	August 3, 2019	**August 1, 2020** [1]	August 3, 2019
Home Accents and Bed and Bath	**25 %**	23 %	**26 %**	24 %
Ladies	**25 %**	27 %	**25 %**	27 %
Shoes	**14 %**	14 %	**14 %**	14 %
Men's	**14 %**	15 %	**13 %**	14 %
Accessories, Lingerie, Fine Jewelry, and Fragrances	**13 %**	13 %	**13 %**	13 %
Children's	**9 %**	8 %	**9 %**	8 %
Total	**100 %**	100 %	**100 %**	100 %

[1] Sales mix for the three and six month periods ended August 1, 2020 represents sales for the period the stores were open.

Cash, restricted cash, and restricted investments. Restricted cash, cash equivalents, and investments serve as collateral for certain insurance obligations of the Company. These restricted funds are invested in bank deposits, money market mutual funds, U.S. Government and agency securities, and corporate securities and cannot be withdrawn from the Company's account without the prior written consent of the secured parties. The classification between current and long-term is based on the timing of expected payments of the insurance 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:

($000)		**August 1, 2020**		February 1, 2020		August 3, 2019
Cash and cash equivalents	**$**	**3,793,043**	$	1,351,205	$	1,382,025
Restricted cash and cash equivalents included in:						
Prepaid expenses and other		**10,348**		10,235		11,048
Other long-term assets		**50,524**		49,970		50,328
Total restricted cash and cash equivalents		**60,872**		60,205		61,376
Total cash, cash equivalents, and restricted cash and cash equivalents	**$**	**3,853,915**	$	1,411,410	$	1,443,401

Property and equipment. As of August 1, 2020 and August 3, 2019, the Company had $22.6 million and $13.0 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. In response to the COVID-19 pandemic, the Financial Accounting Standards Board ("FASB") provided relief under Accounting Standards Update ("ASU") 2016-02, *Leases* (Accounting Standards Codification "ASC" 842). Under this relief, companies can make a policy election on how to treat lease concessions resulting directly from the COVID-19 pandemic, provided that the modified contracts result in total cash flows that are substantially the same or less than the cash flows in the original contract.

The Company made the policy election to account for lease concessions that result from the COVID-19 pandemic as if they were made under enforceable rights in the original contract. Additionally, the Company made the policy election to account for these concessions outside of the lease modification framework described under ASC 842. The Company recorded accruals for deferred rental payments and recognized rent abatements or concessions as variable lease costs in the periods incurred. Accruals for rent payment deferrals are included in Accrued expenses and other in the accompanying Condensed Consolidated Balance Sheets.

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

	Three Months Ended				**Six Months Ended**			
($000)		**August 1, 2020**		August 3, 2019		**August 1, 2020**		August 3, 2019
Operating lease assets obtained in exchange for new operating lease liabilities	**$**	**119,377**	$	127,585	**$**	**284,351**	$	335,375

Incentive programs. On August 19, 2020, the Compensation Committee of the Board of Directors approved modifications to the management incentive plan and performance share award program for fiscal 2020 to be based on the attainment of specific management priorities related to their response to COVID-19, as measured and approved by the Compensation Committee of the Board of Directors, as an alternative to profitability-based performance goals.

Cash dividends. The Company's Board of Directors declared a cash dividend of $0.285 per common share in March 2020, and $0.255 per common share in March, May, August, and November 2019, respectively.

In May 2020, the Company announced the suspension of its quarterly dividends.

Litigation, claims, and assessments. Like many retailers, the Company has been named in class/representative action lawsuits, primarily in California, alleging violation of wage and hour/employment laws and consumer protection laws. Class/representative action litigation remains pending as of August 1, 2020.

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 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.

Recently adopted accounting standards. In December 2019, the FASB issued ASU 2019-12, *Simplifying the Accounting for Income Taxes* (ASC 740). ASU 2019-12 eliminates certain exceptions in ASC 740 related to the methodology for calculating income taxes in an interim period. It also clarifies and simplifies other aspects of the accounting for income taxes. The amendments in ASU 2019-12 are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. Early adoption is permitted, including adoption in any interim period. The Company adopted ASU 2019-12 on a prospective basis in the first quarter of fiscal 2020. The most significant impact to the Company is the removal of a limit on the tax benefit recognized on pre-tax losses in interim periods. The adoption of this standard is not expected to have a material impact on the Company's fiscal 2020 results.

Recently issued accounting standards. The Company considers the applicability and impact of all ASUs issued by the FASB. For the three and six month periods ended August 1, 2020, the ASUs issued by the FASB were assessed and determined to be either not applicable or are expected to have minimal impact on the Company's condensed consolidated financial results.

Note B: Fair Value Measurements

The carrying value of cash and cash equivalents, short- and long-term investments, restricted cash and cash equivalents, restricted investments, accounts receivable, other long-term assets, accounts payable, and other long-term liabilities approximates their estimated fair value.

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 and maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Corporate, U.S. government and agency, and mortgage-backed securities are classified within Level 1 or Level 2 because these securities are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

There were no transfers between Level 1 and Level 2 categories during the three and six month periods ended August 1, 2020. The fair value of the Company's financial instruments are as follows:

($000)		**August 1, 2020**		February 1, 2020		August 3, 2019
Cash and cash equivalents (Level 1)	**$**	**3,793,043**	$	1,351,205	$	1,382,025
Restricted cash and cash equivalents (Level 1)	**$**	**60,872**	$	60,205	$	61,376
Investments (Level 2)	**$**	**8**	$	8	$	8

The underlying assets in the Company's non-qualified deferred compensation program as of August 1, 2020, February 1, 2020, and August 3, 2019 (included in Other long-term assets and in Other long-term liabilities) primarily consist of participant-directed money market, stable value, stock, and bond funds. The fair value measurement for funds with quoted market prices in active markets (Level 1) and for funds without quoted market prices in active markets (Level 2) are as follows:

($000)	**August 1, 2020**	February 1, 2020	August 3, 2019
Level 1	**$ 135,650**	$ 134,440	$ 126,377
Level 2	**10,329**	7,003	7,411
Total	**$ 145,979**	$ 141,443	$ 133,788

Note C: Stock-Based Compensation

Stock-based compensation. For the three and six month periods ended August 1, 2020 and August 3, 2019, the Company recognized stock-based compensation expense as follows:

	Three Months Ended		**Six Months Ended**	
($000)	**August 1, 2020**	August 3, 2019	**August 1, 2020**	August 3, 2019
Restricted stock	**$ 17,638**	$ 14,909	**$ 34,120**	$ 24,358
Performance awards	**3,526**	9,025	**10,822**	18,329
Employee stock purchase plan	**994**	990	**1,955**	1,926
Total	**$ 22,158**	$ 24,924	**$ 46,897**	$ 44,613

Total stock-based compensation expense recognized in the Company's Condensed Consolidated Statements of Operations for the three and six month periods ended August 1, 2020 and August 3, 2019, is as follows:

	Three Months Ended		**Six Months Ended**	
Statements of Operations Classification ($000)	**August 1, 2020**	August 3, 2019	**August 1, 2020**	August 3, 2019
Cost of goods sold	**$ 11,849**	$ 13,812	**$ 24,515**	$ 26,934
Selling, general and administrative	**10,309**	11,112	**22,382**	17,679
Total	**$ 22,158**	$ 24,924	**$ 46,897**	$ 44,613

The tax benefits related to stock-based compensation expense for the three and six month periods ended August 1, 2020 were $4.8 million and $10.2 million, respectively. The tax benefits related to stock-based compensation expense for the three and six month periods ended August 3, 2019 were $5.0 million and $8.7 million, respectively.

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

During the three and six month periods ended August 1, 2020 and August 3, 2019, shares purchased by the Company for tax withholding totaled 308 and 349,821, and 14,627 and 570,624, respectively, and are considered treasury shares which are available for reissuance.

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 two to three years from the date the performance award was granted.

As of August 1, 2020, shares related to unvested restricted stock and performance share awards totaled 4.1 million shares. A summary of restricted stock and performance share award activity for the six month period ended August 1, 2020, is presented below:

(000, except per share data)	Number of shares		Weighted-average grant date fair value
Unvested at February 1, 2020	4,394	$	76.20
Awarded	605		97.70
Released	(905)		61.29
Forfeited	(14)		79.87
Unvested at August 1, 2020	**4,080**	**$**	**82.68**

The unamortized compensation expense at August 1, 2020, was $152.4 million, which is expected to be recognized over a weighted-average remaining period of 2.2 years. The unamortized compensation expense at August 3, 2019, was $165.2 million, which was expected to be recognized over a weighted-average remaining period of 2.3 years.

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 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 (Loss) Per Share

The Company computes and reports both basic earnings (loss) per share ("EPS") and diluted EPS. Basic EPS is computed by dividing net earnings (loss) by the weighted-average number of common shares outstanding for the period. Diluted EPS is computed by dividing net earnings (loss) by the sum of the weighted-average number of common shares and dilutive common stock equivalents outstanding during the period, except in cases where the effect of the common stock equivalents would be anti-dilutive. 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. For periods of net loss, basic and diluted EPS are the same as the effect of the assumed vesting of restricted stock units is anti-dilutive.

For the three month period ended August 1, 2020, approximately 628,900 weighted-average shares were excluded from the calculation of diluted EPS because their effect would have been anti-dilutive for the period presented. For the six month period ended August 1, 2020, basic and diluted EPS were the same due to the Company's net loss. For the three and six month periods ended August 3, 2019, approximately 10,500 and 5,300 weighted-average shares were excluded from the calculation of diluted EPS because their effect would have been anti-dilutive for the periods presented.

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 1, 2020						
Shares	**352,276**	**1,956**	**354,232**	**352,239**	**—**	**352,239**
Amount	**$ 0.06**	**$ —**	**$ 0.06**	**$ (0.81)**	**$ —**	**$ (0.81)**
August 3, 2019						
Shares	359,794	2,280	362,074	361,439	2,568	364,007
Amount	$ 1.15	$ (0.01)	$ 1.14	$ 2.31	$ (0.02)	$ 2.29

Note E: Debt

Short-term debt and long-term debt. Short-term debt and unsecured senior debt, net of unamortized discounts and debt issuance costs, consisted of the following:

($000)	August 1, 2020	February 1, 2020	August 3, 2019
$800 million revolving credit facility	**$ 800,000**	$ —	$ —
Other short-term debt financing	**2,507**	—	—
Total short-term debt	**$ 802,507**	$ —	$ —
6.530% Series B Senior Notes due 2021	**$ 64,868**	$ 64,963	$ 64,953
3.375% Senior Notes due 2024	**248,146**	247,928	247,712
4.600% Senior Notes due 2025	**693,991**	—	—
4.700% Senior Notes due 2027	**395,124**	—	—
4.800% Senior Notes due 2030	**394,759**	—	—
5.450% Senior Notes due 2050	**489,407**	—	—
Total long-term debt	**$ 2,286,295**	$ 312,891	$ 312,665

Revolving credit facilities. In July 2019, the Company entered into a $800 million unsecured revolving credit facility, which replaced the Company’s previous $600 million unsecured revolving credit facility. This current credit facility expires in July 2024, and contains a $300 million sublimit for issuance of standby letters of credit. The facility also contains an option allowing the Company to increase the size of its credit facility by up to an additional $300 million, with the agreement of the lenders. Interest on borrowings under this facility is based on LIBOR (or an alternate benchmark rate, if LIBOR is no longer available) plus an applicable margin and is payable quarterly and upon maturity. The revolving credit facility may be extended, at the Company's option, for up to two additional one year periods, subject to customary conditions.

In March 2020, the Company borrowed $800 million available under its revolving credit facility. The loan bears interest at LIBOR plus 0.875% (currently 1.76%). As of August 1, 2020, the Company had $800 million outstanding, and no standby letters of credit were outstanding, under the revolving credit facility.

In May 2020, the Company amended its $800 million unsecured revolving credit facility (the “Amended Credit Facility”) to temporarily suspend, for the second and third quarters of fiscal 2020, the Consolidated Adjusted Debt to EBITDAR ratio financial covenant, and to apply a transitional modification to that ratio effective in the fourth quarter of fiscal 2020. The Amended Credit Facility also established a new temporary minimum liquidity requirement, effective for the first quarter of fiscal 2020 and through the end of April 2021. As of August 1, 2020, the Company was in compliance with these amended covenants.

In May 2020, the Company also entered into an additional $500 million 364-day senior revolving credit facility which expires in April 2021. Interest on borrowings under this new facility is based on LIBOR (or an alternate benchmark rate, if LIBOR is no longer available) plus an applicable margin (currently 175 basis points) and is payable quarterly and upon maturity. As of August 1, 2020, the Company had no borrowings under this facility and the $500 million credit facility remains in place and available.

The new revolving credit facility is subject to the same minimum liquidity and Consolidated Adjusted Debt to EBITDAR ratio financial covenants as are provided in the Amended Credit Facility. In addition, the new revolving credit facility contains restrictions on stock repurchases and restrictions on post draw down cash balances on the new revolving credit facility. As of August 1, 2020, the Company was in compliance with these covenants.

Senior notes. As of August 1, 2020, the Company had outstanding Series B unsecured Senior Notes in the aggregate principal amount of $65 million held by various institutional investors. The Series B notes are due in December 2021, and bear interest at 6.530%. Borrowings under these Senior Notes are subject to certain financial covenants that were amended in June 2020, and are consistent with the corresponding covenants in the Company's existing revolving credit facilities. As of August 1, 2020, the Company was in compliance with these covenants.

As of August 1, 2020, the Company also had outstanding unsecured 3.375% Senior Notes due September 2024 (the “2024 Notes”) with an aggregate principal amount of $250 million. Interest on the 2024 Notes is payable semi-annually.

In April 2020, the Company issued an aggregate of $2.0 billion in unsecured senior notes in four tenors as follows: 4.600% Senior Notes due April 2025 (the “2025 Notes”) with an aggregate principal amount of $700 million, 4.700% Senior Notes due April 2027 (the “2027 Notes”) with an aggregate principal amount of $400 million, 4.800% Senior Notes due April 2030 (the “2030 Notes”) with an aggregate principal amount of $400 million, and 5.450% Senior Notes due April 2050 (the “2050 Notes”) with an aggregate principal amount of $500 million. Cash proceeds, net of discounts and other issuance costs, were approximately $1.973 billion. Interest on the 2025, 2027, 2030, and 2050 Notes is payable semi-annually beginning October 2020.

The 2024, 2025, 2027, 2030, and 2050 Notes and the Series B Senior Notes are all subject to prepayment penalties for early payment of principal.

As of August 1, 2020, February 1, 2020, and August 3, 2019, total unamortized discount and debt issuance costs were $28.7 million, $2.1 million, and $2.3 million, respectively, and were classified as a reduction of Long-term debt.

The aggregate fair value of the six outstanding series of Senior Notes was approximately $2.8 billion as of August 1, 2020. The aggregate fair value of the two then outstanding series of Senior Notes was approximately $335 million and $332 million as of February 1, 2020 and August 3, 2019, respectively. 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.

The table below shows the components of interest expense and income for the three and six month periods ended August 1, 2020 and August 3, 2019:

	Three Months Ended		Six Months Ended	
($000)	**August 1, 2020**	August 3, 2019	**August 1, 2020**	August 3, 2019
Interest expense on long-term debt	**$ 28,331**	$ 3,283	**38,512**	$ 6,566
Interest expense on short-term debt	**3,599**	—	**5,296**	—
Other interest expense	**1,031**	227	**1,309**	540
Capitalized interest	**(3,349)**	(1,118)	**(5,503)**	(1,883)
Interest income	**(757)**	(7,174)	**(4,093)**	(15,640)
Interest expense (income), net	**$ 28,855**	$ (4,782)	**$ 35,521**	$ (10,417)

Note F: Taxes on Earnings (Loss)

On March 27, 2020, the CARES Act was signed into law. The CARES Act made several significant changes to business tax provisions including modifications for net operating losses, employee retention credits, and deferral of employer payroll tax payments. The modifications for net operating losses eliminate the taxable income limitation for certain net operating losses and allow the carry back of net operating losses arising in 2018, 2019, and 2020 to the five prior tax years.

The Company's effective tax rates for the three month periods ended August 1, 2020 and August 3, 2019, were approximately 61% and 25%, respectively. The increase in the effective tax rate of 36% for the three month period ended August 1, 2020 compared to the three month period ended August 3, 2019 was primarily due to fluctuations in pre-tax earnings, partially offset by a revaluation of deferred taxes related to the CARES Act. The Company's effective tax rates for the six month periods ended August 1, 2020 and August 3, 2019, were approximately 31% and 24%, respectively. The increase in the effective tax rate of 7% for the six month period ended August 1, 2020 compared to the six month period ended August 3, 2019 was primarily due to a pre-tax loss in the current period. The effective tax rate is impacted by changes in tax law and accounting guidance, location of new stores, level of earnings, tax effects associated with share-based compensation, and the resolution of tax positions.

As of August 1, 2020, February 1, 2020, and August 3, 2019, the reserves for unrecognized tax benefits were $71.6 million, $67.1 million, and $88.4 million, inclusive of $8.5 million, $7.2 million, and $14.9 million of related interest and penalties, respectively. In November 2019, the Company resolved uncertain tax positions with a tax authority. As a result, the Company recognized a decrease in reserves for tax positions in prior periods of $16.2 million, inclusive of $6.6 million of related reserves for interest and penalties. The Company accounts for interest and penalties related to unrecognized tax benefits as a part of its provision for taxes on earnings. If recognized, $56.8 million would impact the Company’s effective tax rate. It is reasonably possible that certain 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 $9.8 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 2016 through 2019. The Company’s state income tax returns are generally open to audit under the various statutes of limitations for fiscal years 2015 through 2019. 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.

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 1, 2020 and August 3, 2019, the related condensed consolidated statements of operations, comprehensive income (loss), and stockholders' equity for the three and six month periods ended August 1, 2020 and August 3, 2019, and cash flows for the six month periods ended August 1, 2020 and August 3, 2019, 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 1, 2020, 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 March 31, 2020, we expressed an unqualified opinion on those consolidated financial statements and included an explanatory paragraph regarding a change in accounting principle. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of February 1, 2020 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 9, 2020

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 in Part II, Item 1A (Risk Factors) of this Form 10-Q, and also those in Part I, Item 1A (Risk Factors) of our Annual Report on Form 10-K for 2019. 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 the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for 2019. 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 1,566 locations in 39 states, the District of Columbia and Guam as of August 1, 2020. 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 266 dd’s DISCOUNTS stores in 20 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 savings of 20% to 70% off moderate department and discount store regular prices every day.

Effects of the COVID-19 Pandemic on Our Business

The United States and other countries are experiencing an ongoing, major global health pandemic related to the outbreak of a novel strain of coronavirus, COVID-19. Governmental authorities in affected regions have taken and continue to take dramatic actions in an effort to slow down the spread of the disease. Like other retailers across the country, we temporarily closed all store locations, our distribution centers, and buying and corporate offices. Our closures took effect March 20, 2020, and we remained closed through a portion of our fiscal second quarter. We also instituted “work from home” measures for many of our associates.

The impacts from the COVID-19 pandemic and the related economic disruption have had a material adverse impact on our results of operations, financial position, and cash flows in the first half of fiscal 2020. The condensed consolidated results reflect the significant revenue decline and other impacts from our temporary store closures (for approximately half of the first quarter and 25 percent of the second quarter). We expect material adverse effects from the pandemic to continue for an extended period of time, and through the current fiscal year. This will cause our results for interim periods throughout fiscal 2020 to not be comparable to our results in the corresponding prior year periods.

All our store and distribution center locations were closed from March 20, 2020 through May 14, 2020, when we began a phased process of resuming operations. On average, our stores were open for about 75 percent of the second quarter, with the vast majority of our store locations open and operating by the end of June 2020, though operating on shorter hours compared to the prior year. All our distribution centers were reopened by the end of May 2020.

The temporary closure of our stores significantly impacted our ability to sell seasonal inventory in a timely manner. As we reopened our stores and resumed operations, a significant portion of the merchandise in our stores was aged and out of season. We recorded an inventory valuation charge of $313 million in the first fiscal quarter of 2020 based on our estimate of the portion of inventory held as of May 2, 2020 that we expected to sell below its original cost. The ultimate impact of these markdowns was dependent on the pace of sell through of this inventory. During the initial reopenings, sales were ahead of our conservative plans as we benefitted from pent-up demand and aggressive markdowns. As a result of faster than expected sell through of the aged inventory, we recognized a $174 million benefit in the second quarter due to the partial reversal of the first quarter below cost inventory valuation charge. In the weeks after reopening, trends were negatively impacted from depleted store inventory levels while we were ramping up our buying and distribution capabilities.

The ongoing effect of the pandemic on consumer behavior and spending patterns remains highly uncertain. Despite the initial surge in customer demand as our stores reopened, we expect customer demand to be suppressed for an extended period. In addition, it is possible that there may be resurgences in the spread of COVID-19 again in the future, in one or more regions, which could require stores and distribution centers to close again nationally, regionally, or in specific locations, and further negatively impact our revenue and operations.

In response to COVID-19, we incurred costs to reopen our stores and distribution centers, and costs to implement additional processes and procedures to facilitate social distancing, enhance cleaning and sanitation activities, and to provide personal protective equipment to all associates. These actions, combined with various other actions taken to reduce costs, resulted in approximately $65 million of additional net costs in the second quarter of 2020. We expect to incur higher costs related to our response to COVID-19 on an ongoing basis.

To preserve our financial liquidity and enhance our financial flexibility, we borrowed $800 million from our revolving credit facility in March 2020, completed a $2.0 billion public bond offering in April 2020, and entered into a new $500 million 364-day senior revolving credit facility in May 2020.

In addition, we suspended our stock repurchase program in March 2020 and suspended quarterly dividends in May 2020, and we have taken measures to reduce our expenses, inventory receipts, and planned capital expenditures. Beginning April 5, 2020, we implemented temporary furloughs for a large portion of our hourly store and distribution center and other associates in our buying and corporate offices who could not work productively while our stores and distribution centers were closed. Employee health benefits for eligible associates continued during the temporary furlough at no cost to the impacted associates. We also reduced payroll expenses through temporary salary reductions for senior executives and other personnel, which remained in effect until May 24, 2020, when more than half of our stores reopened. In conjunction with these payroll expense reduction measures, effective April 1, 2020, the non-employee members of our Board of Directors suspended the cash elements of their director compensation, which remained in effect until August 2020.

In May 2020, in connection with the phased reopening of our store and distribution center locations, we began recalling many of these furloughed associates as they were able to resume productive work. As of August 1, 2020, with almost all of our stores and all distribution centers reopened, the majority of these associates have returned to work.

Beginning in May 2020, we suspended rent payments associated with the leases for our temporarily closed stores. During the second quarter of fiscal 2020, we negotiated rent deferrals and/or rent abatements (primarily for second quarter lease payments) for a significant number of our stores. The repayment of the deferrals will be at later dates, primarily in fiscal 2021. We have recorded accruals for rent payment deferrals and have recorded rent abatements associated with the second quarter as a reduction of variable lease costs.

Given the unprecedented impact the COVID-19 pandemic has had on our business, and the continued uncertainty surrounding the pandemic, including its unknown duration and severity, and the unknown overall impact on consumer demand and store productivity, we are unable to forecast the full impact on our business. We expect that impacts from the COVID-19 pandemic and the related economic disruption will have a material adverse impact on our consolidated results of operations, financial position, and cash flows throughout the remainder of fiscal 2020, in each interim period, and potentially beyond.

Results of Operations

The following table summarizes the financial results for the three and six month periods ended August 1, 2020 and August 3, 2019:

	Three Months Ended		Six Months Ended	
	August 1, 2020	August 3, 2019	**August 1, 2020**	August 3, 2019
Sales				
Sales (millions)	**$ 2,685**	$ 3,980	**$ 4,527**	$ 7,777
Sales (decline) growth	**(32.5 %)**	6.5 %	**(41.8 %)**	6.1 %
Comparable store sales (decline) growth	**(12 %)** [1]	3 % [3]	**n/a** [2]	2 % [3]
Costs and expenses (as a percent of sales)				
Cost of goods sold	**77.4 %**	71.4 %	**87.7 %**	71.3 %
Selling, general and administrative	**19.4 %**	14.9 %	**20.6 %**	14.8 %
Interest expense (income), net	**1.1 %**	(0.1 %)	**0.8 %**	(0.1 %)
Earnings (loss) before taxes (as a percent of sales)	**2.1 %**	13.8 %	**(9.1 %)**	14.0 %
Net earnings (loss) (as a percent of sales)	**0.8 %**	10.4 %	**(6.3 %)**	10.7 %

[1] For three months ended August 1, 2020, comparable store sales represents sales from reopened stores from the date of the store reopening through the end of the quarter.

[2] Given that stores were open for less than seven weeks of the 13-week period ended May 2, 2020, the comparable store sales metric for the six months ended August 1, 2020, is not meaningful.

[3] For the three and six month periods ended August 3, 2019, comparable store sales represents sales from stores that have been open for more than 14 complete months.

Stores. In response to the impacts from the COVID-19 pandemic, we have reduced our planned new store openings for fiscal 2020. We did not open any new stores in the second quarter of fiscal 2020, and plan to open about 39 stores in the fiscal third quarter. Our longer term expansion 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.

	Three Months Ended		Six Months Ended	
Store Count	**August 1, 2020**	August 3, 2019	**August 1, 2020**	August 3, 2019
Beginning of the period	**1,832**	1,745	**1,805**	1,717
Opened in the period	**—**	28	**27**	56
Closed in the period	**—**	(1)	**—**	(1)
End of the period	**1,832**	1,772	**1,832**	1,772

Sales. Sales for the three month period ended August 1, 2020, decreased $1.3 billion, or 32.5%, compared to the three month period ended August 3, 2019. This was primarily due to the negative impact from store closures during the period and COVID-19's negative impact on customer demand. We opened 60 net new stores between August 3, 2019 and August 1, 2020. The sales from these stores partially offset the sales decline while the stores were open in the period.

Sales for the six month period ended August 1, 2020, decreased $3.2 billion, or 41.8%, compared to the six month period ended August 3, 2019. This was primarily due to the negative impact from store closures during the period and COVID-19's negative impact on customer demand. We opened 60 net new stores between August 3, 2019 and August 1, 2020. The sales from these stores partially offset the sales decline while the stores were open in the period.

Comparable store sales. Due to the temporary closing of all our stores as a result of the COVID-19 global pandemic, our historical definition of comparable store sales is not applicable. For the three month period ended August 1, 2020, in order to provide a performance indicator for our stores as they reopen, we are temporarily reporting comparable store sales to include stores initially classified as comparable stores at the beginning of fiscal 2020, and the sales increase or decrease of these stores for the days the stores were open in the current period against sales for the same days in the prior year. Given that stores were open for less than seven weeks of the 13-week period ended May 2, 2020, the comparable store sales metric for the six month period ended August 1, 2020, is not meaningful, and is therefore not provided.

For the three month period ended August 1, 2020, comparable store sales were down 12% for reopened stores from the date of their reopening to the end of the fiscal second quarter. Comparable stores sales were impacted by COVID-19's negative impact on customer demand and by other factors. During the initial reopenings, sales were ahead of our conservative plans as we benefitted from pent-up demand and aggressive markdowns to clear aged inventory. In the weeks thereafter, trends were negatively impacted from depleted store inventory levels while we were ramping up our buying and distribution capabilities.

Our sales mix for the three and six month periods ended August 1, 2020 and August 3, 2019 is shown below:

	Three Months Ended		Six Months Ended	
	August 1, 2020 [1]	August 3, 2019	**August 1, 2020** [1]	August 3, 2019
Home Accents and Bed and Bath	**25 %**	23 %	**26 %**	24 %
Ladies	**25 %**	27 %	**25 %**	27 %
Shoes	**14 %**	14 %	**14 %**	14 %
Men's	**14 %**	15 %	**13 %**	14 %
Accessories, Lingerie, Fine Jewelry, and Fragrances	**13 %**	13 %	**13 %**	13 %
Children's	**9 %**	8 %	**9 %**	8 %
Total	**100 %**	100 %	**100 %**	100 %

[1] Sales mix for the three and six month periods ended August 1, 2020 represents sales for the period the stores were open.

Our historic strategies and store expansion program have contributed to our sales gains in the past. However, given the impacts from the COVID-19 pandemic on our results for the first half of fiscal 2020, and the significant ongoing impacts and uncertainties, including the unknown overall impact on consumer demand and shopping behavior, and the unknown duration of the pandemic and responses to it (which may require stores and distribution centers to close again nationally, regionally, or in specific locations), we cannot be sure that our strategies and eventual resumption of our store expansion program will result in a continuation of our historical sales growth or in a recovery of, or an increase in net earnings.

Cost of goods sold. Cost of goods sold for the three month period ended August 1, 2020, decreased $763.7 million compared to the same period in the prior year, primarily due to lower sales resulting from the negative impact from the temporary store closures in the period, COVID-19's negative impact on customer demand, and the $174 million partial reversal of the first quarter below cost inventory valuation charge due to the faster than expected sell through of aged inventory. These decreases were partially offset by higher markdowns to clear aged and seasonal inventory, expenditures for COVID-19 related measures, and higher packaway-related expenses.

Cost of goods sold for the six month period ended August 1, 2020, decreased $1.6 billion compared to the same period in the prior year, mainly due to the lower sales from the closing of all store locations starting on March 20, 2020 through a portion of the second quarter of fiscal 2020, COVID-19's negative impact on customer demand post store reopening, and the temporary furlough of most hourly associates in our distribution centers and some associates in our buying offices. These decreases were partially offset by higher markdowns used to clear aged and seasonal inventory, expenditures for COVID-19 related measures, and higher packaway-related expenses.

Selling, general and administrative expenses. For the three month period ended August 1, 2020, selling, general and administrative expenses ("SG&A") decreased $72.5 million compared to the same period in the prior year, mainly due to store closures and payroll-related cost reduction measures in response to the COVID-19 pandemic (including the temporary furlough of most hourly associates in our stores prior to reopening and some associates in our corporate offices) and reduction in non-business critical operating expenses, partially offset by COVID-related expenses for supplies, cleaning, and payroll related to additional safety protocols.

For the six month period ended August 1, 2020, SG&A decreased $215.4 million compared to the same period in the prior year, mainly due to store closures and payroll-related cost reduction measures in response to the COVID-19 pandemic (including the temporary furlough of most hourly associates in our stores prior to reopening, and some associates in our corporate offices) and reduction in non-business critical operating expenses, partially offset by payments to associates while our stores were closed net of the expected employee retention credits under the CARES Act, and COVID-related expenses for supplies, cleaning, and payroll related to additional safety protocols.

Interest expense (income), net. Interest expense (income), net for the three and six month periods ended August 1, 2020, increased $33.6 million and $45.9 million, respectively, compared to the same periods in the prior year. These increases were primarily due to higher interest expense on long-term debt due to the issuance of $2.0 billion of Senior Notes in April 2020, lower interest income due to lower interest rates, and higher interest expense on short-term debt due to the draw down on our $800 million revolving credit facility in March 2020, partially offset by higher capitalized interest primarily related to the construction of our Brookshire, Texas distribution center. Interest expense (income), net for the three and six month periods ended August 1, 2020 and August 3, 2019, consists of the following:

	Three Months Ended		Six Months Ended	
($000)	**August 1, 2020**	August 3, 2019	**August 1, 2020**	August 3, 2019
Interest expense on long-term debt	**$ 28,331**	$ 3,283	**$ 38,512**	$ 6,566
Interest expense on short-term debt	**3,599**	—	**5,296**	—
Other interest expense	**1,031**	227	**1,309**	540
Capitalized interest	**(3,349)**	(1,118)	**(5,503)**	(1,883)
Interest income	**(757)**	(7,174)	**(4,093)**	(15,640)
Interest expense (income), net	**$ 28,855**	$ (4,782)	**$ 35,521**	$ (10,417)

Taxes on earnings (loss). On March 27, 2020, the CARES Act was signed into law. The CARES Act made several significant changes to business tax provisions including modifications for net operating losses, employee retention credits, and deferral of employer payroll tax payments. The modifications for net operating losses eliminate the taxable income limitation for certain net operating losses and allow the carry back of net operating losses arising in 2018, 2019, and 2020 to the five prior tax years.

Our effective tax rates for the three month periods ended August 1, 2020 and August 3, 2019, were approximately 61% and 25%, respectively. The increase in the effective tax rate of 36% for the three month period ended August 1, 2020 compared to the three month period ended August 3, 2019 was primarily due to fluctuations in pre-tax earnings, partially offset by a revaluation of deferred taxes related to the CARES Act. Our effective tax rates for the six month periods ended August 1, 2020 and August 3, 2019, were approximately 31% and 24%, respectively. The increase in the effective tax rate of 7% for the six month period ended August 1, 2020 compared to the six month period ended August 3, 2019 was primarily due to a pre-tax loss in the current period. The effective tax rate is impacted by changes in tax law and accounting guidance, location of new stores, level of earnings, tax effects associated with share-based compensation, and the resolution of tax positions.

Net income (loss). Net income for the three month period ended August 1, 2020 was $22.0 million compared to $412.7 million for the three month period ended August 3, 2019. The decrease of $390.7 million was primarily due to the lower sales resulting from the negative impact from the temporary store closures in the period and COVID-19's negative impact on customer demand, higher markdowns to clear aged and seasonal inventory (partially offset by the $174 million partial reversal of the first quarter below cost inventory valuation charge), and higher expenditures for COVID-19 related measures.

Net loss for the six month period ended August 1, 2020 was $(283.8) million compared to net income of $833.9 million for the six month period ended August 3, 2019 primarily due to the lower sales from the closing of all store locations starting on March 20, 2020 through a portion of the second quarter of fiscal 2020, and COVID-19's negative impact on customer demand, higher markdowns to clear aged and seasonal inventory, payments to associates while our stores were closed, net of the expected employee retention credits under the CARES Act, and higher expenditures for COVID-19 related measures, partially offset by income tax benefits.

Earnings (loss) per share. Diluted earnings per share for the three month periods ended August 1, 2020 and August 3, 2019 were $0.06 and $1.14, respectively. The (95)% decrease in diluted earnings per share for the three month period ended August 1, 2020, was attributable to the lower sales resulting from the negative impact from the temporary store closures in the period and COVID-19's negative impact on customer demand, higher markdowns to clear aged and seasonal inventory (partially offset by the $174 million partial reversal of the first quarter below cost inventory valuation charge), and higher expenditures for COVID-19 related measures.

Diluted loss per share was $(0.81) for the six month period ended August 1, 2020, compared to diluted earnings per share of $2.29 for the six month period ended August 3, 2019. The diluted loss per share for the six months ended August 1, 2020 was primarily attributable to the lower sales from the closing of all store locations starting on March 20, 2020 through a portion the second quarter of fiscal 2020, and COVID-19's negative impact on customer demand, higher markdowns to clear aged and seasonal inventory, payments to associates while our stores were closed net of the expected employee retention credits under the CARES Act, and higher expenditures for COVID-19 related measures, partially offset by income tax benefits.

Financial Condition

Liquidity and Capital Resources

As previously noted, the United States and other countries are experiencing a major global health pandemic related to the outbreak of a novel strain of coronavirus, COVID-19. Governmental authorities in affected regions have taken, and continue to take, dramatic actions in an effort to slow down the spread of the disease. Similar to other retailers across the country, we temporarily closed all store locations, our distribution centers, and buying and corporate offices, effective March 20, 2020 through May 14, 2020, when we began a phased process of resuming operations. On average, our stores were open for about 75 percent of the second quarter, with the vast majority of our store locations open and operating by the end of June 2020, though operating on shorter hours compared to the prior year. All our distribution centers were reopened by the end of May 2020.

The impacts from the COVID-19 pandemic and the related economic disruption have had a material adverse impact on our results of operations, financial position, and cash flows in the first half of fiscal 2020. Our results reflect the impact of the significant revenue decline from our temporary store closures, higher markdowns to clear aged and seasonal inventory, and increased expenditures for COVID-19 related measures.

To preserve our financial liquidity and enhance our financial flexibility, we borrowed $800 million from our revolving credit facility in March 2020, completed a $2.0 billion public bond offering in April 2020, and entered into a $500 million 364-day senior revolving credit facility in May 2020.

In addition, we suspended our stock repurchase program in March 2020 and suspended quarterly dividends in May 2020, and we have taken measures to reduce our expenses, inventory receipts, and planned capital expenditures. Beginning April 5, 2020, we implemented temporary furloughs for a large portion of our hourly store and distribution center and other associates in our buying and corporate offices who could not work productively while our stores and distribution centers were closed. Employee health benefits for eligible associates continued during the temporary furlough at no cost to the impacted associates. We also reduced payroll expenses through temporary salary reductions for senior executives and other personnel, which remained in effect until May 24, 2020, when more than half of our stores reopened. In conjunction with these payroll expense reduction measures, effective April 1, 2020, the non-employee members of our Board of Directors suspended the cash elements of their director compensation, which remained in effect until August 2020.

In May 2020, in connection with the phased reopening of our store and distribution center locations, we began recalling many of these furloughed associates as they were able to resume productive work. As of August 1, 2020, with almost all of our stores and all distribution centers reopened, the majority of these associates have returned to work.

Beginning in May 2020, we suspended rent payments associated with the leases for our temporarily closed stores. During the second quarter of fiscal 2020, we negotiated rent deferrals and/or rent abatements (primarily for second quarter lease payments) for a significant number of our stores. The repayment of the deferrals will be at later dates, primarily in fiscal 2021. We recorded accruals for rent payment deferrals and recorded rent abatements associated with the second quarter as a reduction of variable lease costs.

We ended the second quarter of fiscal 2020 with over $4.3 billion in liquidity, which in addition to our unrestricted cash balances, includes the new $500 million 364-day senior revolving credit facility.

Historically, our primary sources of funds for our business activities have been 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, and for capital expenditures in connection with new and existing stores, and investments in distribution centers, information systems, and buying and corporate offices. We also used cash to repurchase stock under our stock repurchase program and to pay dividends, and we may use cash for the repayment of debt as it becomes due.

Due to the COVID-19 pandemic and related economic disruptions, and with the temporary closure of all store locations effective March 20, 2020 which continued through a portion of the second quarter (and with the possibility that stores, distribution centers, and other facilities may need to close again), we anticipate interruptions to our cash flows from operations. We anticipate that we will be required to rely more on our cash reserves and we expect to carefully monitor and manage our cash position in light of ongoing conditions and levels of operations.

	Six Months Ended	
($000)	**August 1, 2020**	August 3, 2019
Cash provided by operating activities	**$ 172,421**	$ 1,083,463
Cash used in investing activities	**(250,047)**	(249,797)
Cash provided by (used in) financing activities	**2,520,131**	(868,344)
Net increase (decrease) in cash, cash equivalents, and restricted cash and cash equivalents	**$ 2,442,505**	$ (34,678)

Operating Activities

Net cash provided by operating activities was $172.4 million for the six month period ended August 1, 2020. This was primarily driven by lower merchandise receipts as we closely managed inventory levels and used packaway inventory to replenish our stores. This was partially offset by merchandise payments for receipts prior to the shutdown of our operations and the net loss due to the lower sales from the closing of all store locations starting on March 20, 2020 through a portion of the second quarter. Net cash provided by operating activities was $1.1 billion for the six month period ended August 3, 2019 and was primarily driven by net earnings excluding non-cash expenses for depreciation and amortization.

The decrease in cash flow from operating activities for the six month period ended August 1, 2020, compared to the same period in the prior year was primarily driven by the net loss due to lower sales from the closing of all store locations starting on March 20, 2020 through a portion of the second quarter (compared to net earnings last year), partially offset by higher accounts payable leverage. Accounts payable leverage (defined as accounts payable divided by merchandise inventory) was 90%, 71%, and 74% as of August 1, 2020, February 1, 2020, and August 3, 2019, respectively. The increase in accounts payable leverage from the prior year was primarily driven by lower packaway inventory, lower merchandise receipts, and extended payment terms.

As a regular part of our business, packaway inventory levels will vary over time based on availability of compelling opportunities in the marketplace. 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 purchases, but typically packaway remains in storage less than six months. However, given the uncertainty around customer demand due to the COVID-19 pandemic, a portion of our current packaway inventory may remain in storage longer than our historical cycles. 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 1, 2020, packaway inventory was 25% of total inventory compared to 46% at the end of fiscal 2019. As of August 3, 2019, packaway inventory was 43% of total inventory compared to 46% at the end of fiscal 2018.

Investing Activities

Net cash used in investing activities was $250.0 million and $249.8 million for the six month periods ended August 1, 2020 and August 3, 2019, respectively, primarily related to capital expenditures.

Our capital expenditures were $250.0 million and $250.3 million for the six month periods ended August 1, 2020 and August 3, 2019, respectively. Our capital expenditures include costs to build, expand, and improve distribution centers (primarily related to the ongoing construction of our Brookshire, Texas distribution center); open new stores and improve existing stores; and for various other expenditures related to our information technology systems, buying and corporate offices.

As previously noted, due to the COVID-19 pandemic and related economic disruptions, and to preserve our financial liquidity, we reduced our capital expenditure plans for fiscal 2020. Capital expenditures for fiscal 2020 are projected to be approximately $420 million, compared to our original plan of approximately $730 million. Our remaining, planned capital expenditures are expected to be used to fund commitments related to the construction of our Brookshire, Texas distribution center, costs for fixtures and leasehold improvements to open planned new Ross and dd's DISCOUNTS stores, investments in certain information technology systems, and for various other needed expenditures related to our stores, distribution centers, buying, and corporate offices. We expect to fund capital expenditures with available cash, including cash we obtained from our public debt offering and the draw down on our $800 million credit facility.

Financing Activities

Net cash provided by financing activities was $2.5 billion for the six month period ended August 1, 2020. Net cash used in financing activities was $868.3 million for the six month period ended August 3, 2019. The increase in cash provided by financing activities for the six month period ended August 1, 2020, compared to the six month period ended August 3, 2019, was primarily due to the completion of our $2.0 billion public debt offering, draw down on our $800 million revolving credit facility, and the suspension of our share repurchases and dividends in the second quarter of 2020.

In July 2019, we entered into an $800 million unsecured revolving credit facility, which replaced our previous $600 million unsecured revolving credit facility. The current credit facility expires in July 2024, and contains a $300 million sublimit for issuance of standby letters of credit. The facility also contains an option allowing us to increase the size of our credit facility by up to an additional $300 million, with the agreement of the lenders. Interest on borrowings under this facility is based on LIBOR (or an alternate benchmark rate, if LIBOR is no longer available) plus an applicable margin (currently 75 basis points) and is payable quarterly and upon maturity. The revolving credit facility may be extended, at our option, for up to two additional one-year periods, subject to customary conditions.

In March 2020, we borrowed $800 million under our revolving credit facility. This loan bears interest at LIBOR plus 0.875% (currently 1.76%). As of August 1, 2020, we had $800 million outstanding, and no standby letters of credit were outstanding, under the revolving credit facility.

In April 2020, we issued an aggregate of $2.0 billion in unsecured senior notes in four tenors as follows: $700 million of 4.600% Senior Notes due April 2025, $400 million of 4.700% Senior Notes due April 2027, $400 million of 4.800% Senior Notes due April 2030, and $500 million of 5.450% Senior Notes due April 2050.

In May 2020, we amended the $800 million revolving credit facility (the "Amended Credit Facility") to temporarily suspend for the second and third quarters of fiscal 2020 the Consolidated Adjusted Debt to EBITDAR ratio financial covenant, and to apply a transitional modification to that ratio effective in the fourth quarter of fiscal 2020. The Amended Credit Facility also established a new temporary minimum liquidity requirement effective for the first quarter of fiscal 2020 and through the end of April 2021. As of August 1, 2020, we were in compliance with these amended covenants.

In May 2020, we entered into an additional $500 million 364-day senior revolving credit facility which expires in April 2021. Interest on borrowings under this facility will be based on LIBOR (or an alternate benchmark rate, if LIBOR is no longer available) plus an applicable margin (currently 175 basis points) and is payable quarterly and upon maturity. As of August 1, 2020, we had no borrowings under this facility, and the $500 million credit facility remains in place and available.

The new revolving credit facility is subject to the same minimum liquidity and Consolidated Adjusted Debt to EBITDAR ratio financial covenants as are in the Amended Credit Facility. In addition, the new revolving credit facility contains restrictions on stock repurchases and restrictions on post draw down cash balances on the new revolving credit facility. As of August 1, 2020, we were in compliance with these covenants.

In June 2020, we amended the covenants associated with the $65 million outstanding Series B unsecured senior notes. The amended covenants are consistent with the corresponding covenants in our existing revolving credit facilities. As of August 1, 2020, we were in compliance with these covenants.

We repurchased 1.2 million and 6.6 million shares of common stock for aggregate purchase prices of approximately $132.5 million and $640.3 million during the six month periods ended August 1, 2020 and August 3, 2019, respectively. We also acquired 0.3 million and 0.6 million shares of treasury stock under our employee stock equity compensation programs, for aggregate purchase prices of approximately $32.3 million and $52.3 million during the six month periods ended August 1, 2020 and August 3, 2019, respectively. In March 2019, our Board of Directors approved a two-year $2.55 billion stock repurchase program through fiscal 2020. As of the end of the second quarter of fiscal 2020, we had $1.143 billion remaining under the stock repurchase program. Due to the current economic uncertainty stemming from the severe impact of the COVID-19 pandemic, we suspended our stock repurchase program in March 2020. We have no plans to repurchase any additional shares for the remainder of the fiscal year.

For the six month periods ended August 1, 2020 and August 3, 2019, we paid cash dividends of $101.4 million and $186.6 million, respectively. Due to the current economic uncertainty stemming from the severe impact of the COVID-19 pandemic, we suspended our quarterly dividends in May 2020.

The COVID-19 pandemic and related economic disruptions, including the temporary closure of all of our store locations effective March 20, 2020 through a portion of the second quarter, have and continue to create significant uncertainty and challenges. We believe that existing cash balances, bank credit lines, and trade credit are adequate to meet our near-term operating cash needs and to fund our planned capital investments.

Contractual Obligations and Off-Balance Sheet Arrangements

The table below presents our significant contractual obligations as of August 1, 2020:

($000)	Less than one year	1 - 3 years	3 - 5 years	After 5 years	Total[1]
Recorded contractual obligations:					
Senior notes	$ —	$ 65,000	$ 950,000	$ 1,300,000	$ 2,315,000
Short-term debt[2]	802,507	—	—	—	802,507
Operating leases	641,743	1,182,929	800,150	660,407	3,285,229
New York buying office ground lease[3]	5,883	13,562	14,178	943,983	977,606
Unrecorded contractual obligations:					
Real estate obligations[4]	8,930	33,671	35,620	109,672	187,893
Interest payment obligations	123,290	213,897	207,556	814,850	1,359,593
Purchase obligations[5]	2,272,543	15,199	3,731	—	2,291,473
Total contractual obligations	$ 3,854,896	$ 1,524,258	$ 2,011,235	$ 3,828,912	$ 11,219,301

[1] We have a $70.4 million liability for unrecognized tax benefits that is included in Other long-term liabilities on our interim Condensed Consolidated Balance Sheet. This liability is excluded from the schedule above as the timing of payments cannot be reasonably estimated.

[2] Includes $800 million draw down on our revolving credit facility and other short-term debt financing.

[3] Our New York buying office building is subject to a 99-year ground lease.

[4] Minimum lease payments for leases signed that have not yet commenced.

[5] Purchase obligations primarily consist of merchandise inventory purchase orders, commitments related to construction projects, store fixtures and supplies, and information technology services, transportation, and maintenance contracts.

Other than the unrecorded contractual obligations noted above, we do not have any material off-balance sheet arrangements as of August 1, 2020.

Senior notes. As of August 1, 2020, we also had outstanding Series B unsecured senior notes in the aggregate principal amount of $65 million, held by various institutional investors. The Series B notes are due in December 2021 and bear interest at 6.530%. Borrowings under these Senior Notes are subject to certain financial covenants that were amended in June 2020, and are consistent with the corresponding covenants in the our existing revolving credit facilities. As of August 1, 2020, we were in compliance with these covenants.

We also had outstanding unsecured 3.375% Senior Notes due September 2024 with an aggregate principal amount of $250 million. Interest on the 2024 Notes is payable semi-annually.

In April 2020, we issued an aggregate of $2.0 billion in unsecured senior notes in four tenors as follows: $700 million of 4.600% Senior Notes due April 2025, $400 million of 4.700% Senior Notes due April 2027, $400 million of 4.800% Senior Notes due April 2030, and $500 million of 5.450% Senior Notes due April 2050.

All our senior notes are subject to prepayment penalties for early payment of principal.

Interest on these notes is included in interest payment obligations in the table above.

Standby letters of credit and collateral trust. We use standby letters of credit outside of our $800 million revolving credit facility in addition to a funded trust to collateralize our insurance obligations. As of August 1, 2020, February 1, 2020, and August 3, 2019, we had $4.2 million, $4.2 million, and $5.5 million, respectively, in standby letters of credit outstanding and $56.7 million, $56.0 million and $55.9 million, respectively, in a collateral trust. The standby letters of credit are collateralized by restricted cash and the collateral trust consists of restricted cash, cash equivalents, and investments.

Trade letters of credit. We had $10.7 million, $11.2 million, and $28.2 million in trade letters of credit outstanding at August 1, 2020, February 1, 2020, and August 3, 2019, respectively.

Dividends. In May 2020, we announced the suspension of our quarterly dividends.

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our condensed consolidated financial statements requires our management to make estimates and assumptions that affect the reported amounts. These estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and on various other factors that management believes to be reasonable. Given the global economic climate and additional or unforeseen effects from the COVID-19 pandemic, these estimates are more challenging, and actual results could differ materially from our estimates. During the second quarter of fiscal 2020, there have been no significant changes to the critical accounting policies discussed in our Annual Report on Form 10-K for the year ended February 1, 2020.

See Note A to the Condensed Consolidated Financial Statements - Summary of Significant Accounting Policies (Recently Adopted Accounting Standards) for information regarding our adoption of ASU 2019-12.

Forward-Looking Statements

This report may contain a number of forward-looking statements regarding, without limitation, the rapidly developing challenges and our plans and responses to the COVID-19 pandemic and related economic disruptions, including adjustments to our operations, planned new store growth, capital expenditures, 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,” “looking ahead,” and similar expressions identify forward-looking statements.

Future impact from the ongoing COVID-19 pandemic, and other economic and industry trends that could potentially impact 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 are not limited to but may include:

- The uncertainties and potential for further significant business disruptions arising from the recent and ongoing COVID-19 pandemic, including distribution center closures, store closures, and restrictions on customer access.
- Unexpected changes in the level of consumer spending on, or preferences for, apparel and home-related merchandise, which could adversely affect us.
- Impacts from the macro-economic environment, financial and credit markets, geopolitical conditions, pandemics, or public health and public safety issues, that affect consumer confidence and consumer disposable income.
- Our need to effectively manage our inventories, markdowns, and inventory shortage in order to achieve our planned gross margins.
- Competitive pressures in the apparel and home-related merchandise retailing industry.
- Risks associated with selling and importing merchandise produced in other countries and from supply chain disruptions in other countries, including those due to COVID-19 closures.
- Unseasonable weather 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 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 result in theft or unauthorized disclosure of 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 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 new store openings.
- Our need to expand in existing markets and enter new geographic markets in order to achieve planned 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 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.
- An additional public health or public safety crisis, demonstrations, natural or man-made disaster in California or in 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 1, 2020.

Interest that is payable on our revolving credit facilities is based on variable interest rates and is, therefore, affected by changes in market interest rates. As of August 1, 2020, we had $800 million outstanding under our $800 million revolving credit facility and no borrowings outstanding under our new $500 million 364-day revolving credit facility.

As of August 1, 2020, we have outstanding six 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.

Interest is receivable on our short- and long-term investments. Changes in interest rates may impact interest income recognized in the future, or the fair value of our investment portfolio.

A hypothetical 100 basis point increase or decrease in prevailing market interest rates would not have had a material impact on our condensed consolidated financial position, results of operations, cash flows, our revolving credit facilities, or the fair values of our short- and long-term investments as of and for the three month or six month periods ended August 1, 2020. 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 2020 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 2020.

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 1, 2020 for a description of the risks and uncertainties associated with our business. Except as presented below, there have been no material changes to the risk factors described in our most recent Annual Report on Form 10-K.

The current, major health pandemic from the novel coronavirus (COVID-19) continues to severely and adversely affect our sales and our operations, and we expect it to continue to have serious adverse effects on our business and our financial condition.
The United States and other countries are experiencing a major, prolonged global health pandemic related to the outbreak of a novel strain of coronavirus (COVID-19), with related, severe disruptions to retail operations and supply chains and to general economic activities, as the affected regions have taken dramatic actions, sometimes including mandatory closure of retail operations, in an effort to slow down the spread of the disease. As the COVID-19 pandemic continues, many of our customers and associates are being impacted by recommendations and/or mandates from federal, state, and local authorities to stay home ("shelter in place" or "safer at home"), to avoid non-essential social contact and gatherings of people, and to self-quarantine. We temporarily closed all our store locations, distribution centers, and buying and corporate offices, from March 20, 2020 until mid-May 2020. We instituted “work from home” measures for many of our associates, which remain in effect for many of our headquarters and buying office associates. During May 2020, various states began to allow gradual relaxation of restrictions on activities and a resumption of retail business, and we implemented a phased reopening. By end of June 2020 all of our distribution centers and substantially all of our store locations had reopened. However, the pandemic is not over, and resurgences may occur; store closures may be required again nationally, regionally, or in specific locations. Health officials are warning of possible "second waves" of outbreak and spreading of the disease, which will result in further disruptions and quarantine responses. The situation continues to be unprecedented and rapidly changing, and has unknown duration and severity. We have a concentration of store locations in the States of California, Texas, and Florida; together those states include more than fifty percent of our stores, and they have each reported increasing number of cases in recent months. More than half of our distribution centers and warehouses are located in California. A required closure of these facilities would be very disruptive to our ability to supply merchandise to our stores. The temporary closure of our stores has already resulted in a significant loss of sales and profits and has had material adverse effects on our financial condition. In addition, the COVID-19 pandemic may potentially adversely affect our ability to adequately staff our distribution centers, our stores, our merchant and other support operations. Further, the COVID-19 pandemic has severely impacted China and other countries, which may also adversely affect our ability to access and ship products from the impacted countries. The prolonged, widespread pandemic has adversely impacted global economies and financial markets, which has resulted in an economic downturn that may reduce consumer demand for our products. The extent of the impact from the COVID-19 pandemic on our business and financial results will depend largely on future developments, including the duration and spread of the outbreak within the U.S., regional surges in infection, the response by all levels of government in their efforts to contain the outbreak and to mitigate the economic disruptions, and the related impact on consumer confidence and spending, all of which are highly uncertain and cannot be predicted. Such impacts have and are expected to adversely affect our profitability, cash flows, financial results, and our capital resources.

We need to successfully implement new health and safety measures in our stores and distribution centers, and across all our operations, to comply with new regulatory requirements and with the goal of keeping our customers and associates safe from the spread of the COVID-19 virus without disruptions to our operations.
We have implemented a variety of measures in our stores locations, distribution centers, and other facilities, with the goal of keeping our associates, customers, and the communities we serve safe from spreading the COVID-19 virus. These measures include additional cleaning and sanitation of stores and workspaces, return merchandise quarantining, providing associates with personal protective equipment based on CDC or other federal, state, or local health guidelines, and implementing physical distancing practices, in our stores, distribution centers, and in our other operations. This is very challenging to do, and there is significant risk, incremental costs, and uncertainty regarding implementation requirements. Not only are these measures new and evolving, but they often require change to established habits and patterns of behavior by large groups of people, who may not fully understand or agree with the requested changes. Whatever measures we adopt, there will also be challenges in effecting consistent compliance by our customers and our associates. We will need to adapt and change these measures over time and as we learn from experience. And despite our efforts and best intentions, incidents of infection will occur at our stores, distribution centers, or in our other facilities, potentially resulting in serious illness for those affected, including our associates. This may result in required temporary closure of specific stores, distribution centers, or other facilities, and in temporary or longer term loss of key personnel during illness, and potential supply chain disruptions. We may also face claims (with or without merit) that our retail stores or our other facilities and workplaces are operating in an unsafe manner or are not in compliance with applicable laws and regulations. Any such

incidents may adversely affect our operating results, increase our costs, and damage our reputation and competitive position.

We are subject to impacts from the macro-economic environment, financial and credit markets, and geopolitical conditions that affect consumer confidence and consumer disposable income. The COVID-19 pandemic may have prolonged and significant negative effects on consumer confidence, shopping behavior, and spending, which may adversely affect our sales and gross margins.
Consumer spending habits for the merchandise we sell are affected by many factors. Currently, the repercussions from the COVID-19 pandemic are unknown and present significant risks and uncertainty. There is significant uncertainty over consumer behavior and shopping patterns as the pandemic continues and as different regions experience surges. Other factors include levels of unemployment, federal stimulus programs, salaries and wage rates, prevailing economic conditions, recession and fears of recession, housing costs, energy and fuel costs, income tax rates and the timing of tax refunds, inflation, consumer confidence in future economic conditions, consumer perceptions of personal well-being and security, availability of consumer credit, consumer debt levels, and consumers' disposable income. The COVID-19 pandemic, and other potential, adverse developments in any of these areas could reduce demand for our merchandise, decrease our inventory turnover, cause greater markdowns, and negatively affect our sales and margins. All of our stores are located in the United States and its territories, so we are especially susceptible to changes in the U.S. economy.

In order to achieve our planned gross margins, we must effectively manage our inventories, markdowns, and inventory shortage. As a result of our recent temporary store closures and potential changes in shopping behaviors due to the COVID-19 pandemic, we are at significant risk for inventory imbalances and the potential for significantly higher than normal levels of markdowns to sell through our inventory, which would negatively affect our gross margins and our operating results.
We purchase the majority of our inventory based on our sales plans. If actual demand is lower than our sales plans, we may experience excess inventory levels and need to take markdowns on excess or slow-moving inventory, resulting in decreased profit margins. We also may have insufficient fresh inventory to meet current customer demand, leading to lost sales opportunities. As a result of the temporary closure of our stores in response to the COVID-19 pandemic, we were unable to sell our inventory in a timely manner according to our plans as to seasonal demand and consumer preferences. As a result, a higher than planned portion of our inventory was out of season when we reopened our stores starting in May 2020. Although we have now substantially sold through the aged inventory from that initial reopening phase, the pandemic may cause changes in shopping behavior so that our predictions and sales plans are less accurate, and that may lead us to have higher than usual levels of slow-moving or non-salable inventory at our prior planned price levels. We would need to aggressively and progressively reduce our selling prices in order to clear out that inventory, which would result in decreased profit margins or losses on sales of that inventory, and adversely affect our results of operations in future periods.

As a regular part of our business, we purchase "packaway" inventory 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 varies by merchandise category and by season, but it typically remains in storage less than six months. Packaway inventory is frequently a significant portion of our overall inventory. If we make packaway purchases that do not align with consumer preferences at the later time of release to our stores, we could have significant inventory markdowns. Changes in packaway inventory levels could impact our operating cash flow. Although we have various systems to help protect against loss or theft of our inventory, both when in storage and once distributed to our stores, we may have damaged, lost, or stolen inventory (called "shortage") in higher amounts than we forecast, which would result in write-offs, lost sales, and reduced margins.

We are subject to impacts from instances of damage to our stores and losses of merchandise accompanying protests or demonstrations, which may result in temporary store closures.
There have been recent demonstrations and protests in cities throughout the United States. While they have generally been peaceful, in some locations they have been accompanied by violence, damage to retail stores, and the loss of merchandise. While generally subject to coverage by insurance, the repair of damage to our stores and replacement of merchandise may also increase our costs and temporarily disrupt store operations, and we may incur increased operating costs for additional security. Governmental authorities in affected cities and regions may take actions in an effort to protect people and property while permitting lawful and non-violent protests, including curfews and restrictions on business operations, which may be disruptive to our operations and may also harm consumer confidence and perceptions of personal well-being and security, which may negatively affect our sales.

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 2020 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)[2]
May (5/03/2020 - 5/30/2020)	—	$0.00	—	$1,142,533
June (5/31/2020 - 7/04/2020)	308	$92.48	—	$1,142,533
July (7/05/2020 - 8/01/2020)	—	$0.00	—	$1,142,533
Total	308	$0.00	—	$1,142,533

[1] We acquired 308 shares of treasury stock during the quarter ended August 1, 2020, which relates to shares acquired from employees for tax withholding purposes related to vesting of restricted stock grants. No shares were repurchased under our publicly announced stock repurchase program.

[2] In March 2019, our Board of Directors approved a two-year $2.55 billion stock repurchase program through fiscal 2020. Due to the current economic uncertainty stemming from the COVID-19 pandemic, we suspended our stock repurchase program as of March 2020. We have no plans to purchase any additional shares for the remainder of the fiscal year.

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, 2017), incorporated by reference to Exhibit 3.2 to the Form 10-K filed by Ross Stores, Inc. for its fiscal year ended January 28, 2017.
10.1	First Amendment to Note Purchase Agreement dated as of June 30, 2020.
15	Letter re: Unaudited Interim Financial Information from Deloitte & Touche LLP dated September 9, 2020.
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 9, 2020

By: /s/Travis R. Marquette
Travis R. Marquette
Group Senior Vice President and Chief Financial Officer, and Principal Accounting Officer

First Amendment to Note Purchase Agreement

This First Amendment to Note Purchase Agreement (this *"First Amendment"*) dated as of June 30, 2020 is between Ross Stores, Inc., a Delaware corporation (the *"Company"*), and each of the institutions that is a signatory to this First Amendment (collectively, the *"Required Holders"*). Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed thereto in the Note Purchase Agreement (as defined below).

W I T N E S S E T H

Whereas, the Company and the institutional investors named therein have heretofore entered into a Note Purchase Agreement dated as of October 17, 2006 (the *"Note Purchase Agreement"*), relating to issue and sale by the Company of its (a) $85,000,000 aggregate principal amount of its 6.38% Series A Senior Notes due 2018 the (*"Series A Notes"*) and (b) $65,000,000 aggregate principal amount of its 6.53% Series B Senior Notes due 2021 (*"Series B Notes"* and, collectively with the Series A Notes, the *"Notes"*). The Series A Notes are no longer outstanding. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed thereto in the Note Purchase Agreement.

Whereas, the Company and the Required Holders have agreed to make certain amendments to the Note Purchase Agreement as hereinafter set forth.

Whereas, all requirements of law have been fully complied with and all other acts and things necessary to make this First Amendment a valid, legal and binding instrument according to its terms for the purposes herein expressed have been done or performed.

Now, therefore, upon the full and complete satisfaction of the conditions precedent to the effectiveness of this First Amendment set forth in Section 3 hereof, and for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

Section 1. Amendments to Note Purchase Agreement.

Section 1.1. Section 10.1 of the Note Purchase Agreement shall be and is hereby amended and restated in its entirety to read as follows:

> "*Section 10.1. Consolidated Adjusted Debt to EBITDAR Ratio*. After the First Amendment Effective Date, the Company shall not permit the ratio of Consolidated Adjusted Debt to EBITDAR, as of the last day of any fiscal quarter set forth below, calculated for the four consecutive fiscal quarters then ending, to be greater than the ratio set forth below opposite such period:

Four Fiscal Quarters Ending	Maximum Consolidated Adjusted Debt to EBITDAR Ratio
Prior to January 30, 2021	No maximum ratio
January 30, 2021 and each fiscal quarter thereafter	4.50:1.00

Section 1.2. Section 10.2 of the Note Purchase Agreement shall be and is hereby amended and restated in its entirety to read as follows:

> "*Section 10.2. Minimum Liquidity.* The Company shall not, at any time (a) from the First Amendment Effective Date through the date that is the later of (i) the termination of the 364-Day Credit Facility and (ii) date of delivery of the Compliance Certificate for the fiscal quarter ending January 30, 2021, demonstrating compliance with the Consolidated Adjusted Debt to EBITDAR Ratio, permit the sum of (x) the Excess Availability *plus* (y) Qualified Cash to be less than $800,000,000 and (b) thereafter, permit the sum of (x) the Excess Availability *plus* (y) Qualified Cash to be less than $500,000,000."

Section 1.3. Exhibit 7.2 of the Note Purchase Agreement shall be and is hereby amended and restated in its entirety to read as set forth on Exhibit 7.2 to this First Amendment.

Section 1.4. Section 9.6 of the Note Purchase Agreement shall be and is hereby amended by changing the reference to "the Bank Credit Agreement" contained therein to "any Material Credit Facility".

Section 1.5. Section 9.7 of the Note Purchase Agreement shall be and is hereby amended by changing each reference to "the Bank Credit Agreement" contained therein to "any Material Credit Facility".

Section 1.6. Section 10.4(l) of the Note Purchase Agreement shall be and is hereby amended and restated in its entirety to read as follows:

> (l) Liens securing charges or obligations of the Company and its Subsidiaries; *provided* that the sum of (i) Restricted Investments, and (ii) the aggregate principal amount of obligations secured by Liens (other than Liens permitted under paragraphs (a) through (k) of this Section 10.4) shall not exceed 15% of Consolidated Total Assets, *provided, however,* that with respect to purchase money liens securing the purchase price of capital assets (including rights of lessors under Capital Leases), (i) each such Lien is given solely to secure the purchase price of, or the lease obligations relating to, such asset, does not extend to any

other property, and is given at the time or within 30 days of the acquisition of such asset and (ii) the Debt secured thereby does not exceed the lesser of the cost of such asset or its fair market value at the time such Lien attaches, and *provided further* that, notwithstanding the foregoing, the Company shall not, and shall not permit any of its Subsidiaries to, secure pursuant to this clause (l) any Debt outstanding under or pursuant to any Material Credit Facility unless and until the Notes (and any guaranty delivered in connection therewith) shall concurrently be secured equally and ratably with such Debt pursuant to documentation reasonably acceptable to the Required Holders in substance and in form and opinions of counsel to the Company and/or any such Subsidiary, as the case may be, from counsel that is reasonably acceptable to the Required Holders.

Section 1.7. Section 10 of the Note Purchase Agreement shall be and is hereby amended by adding a new Section 10.9 thereto to read as follows:

> *Section 10.9. Most Favored Lender Status.* From and after the First Amendment Effective Date (a) if at any time a Material Credit Facility contains any covenant, event of default, provision or agreement that limits (i) the indebtedness or leverage of the Company or any Subsidiary (including without limitation Section 7.01 of the Bank Credit Agreement or Section 7.01 of the 364-Day Credit Facility) or (ii) the amount of capital stock or equity interests that the Company may buy-back or repurchase (including without limitation Section 7.09 of the 364-Day Credit Facility) that is more favorable to the lenders under such Material Credit Facility than the covenants, definitions and/or defaults contained in this Agreement (any such provision (including any necessary definition), a *"More Favorable Covenant"*), then the Company shall provide a Most Favored Lender Notice in respect of such More Favorable Covenant. Unless waived in writing by the Required Holders within 15 days after each holder's receipt of such notice, such More Favorable Covenant shall be deemed automatically incorporated by reference into this Agreement, mutatis mutandis, as if set forth in full herein, effective as of the date when such More Favorable Covenant shall have become effective under such Material Credit Facility. Thereafter, upon the request of any holder of a Note, the Company will, at their expense, enter into any additional agreement or amendment to this Agreement reasonably requested by such holder evidencing any of the foregoing. For purposes of clarification, Section 7.01 of the Bank Credit Agreement and Sections 7.01 and 7.09 of the 364-Day Credit Facility shall be automatically incorporated by reference into Section 10 on the First Amendment Effective Date.

(b) Any More Favorable Covenant incorporated into this Agreement (herein referred to as an *"Incorporated Covenant")* pursuant to this Section 10.9 (i) shall be deemed automatically amended herein to reflect any subsequent amendments made to such More Favorable Covenant under the applicable Material Credit Facility; *provided* that, if a Default or an Event of Default then exists and the amendment of such More Favorable Covenant would make such covenant less restrictive on the Company, such Incorporated Covenant shall only be deemed automatically amended at such time, if it should occur, when such Default or Event of Default no longer exists and (ii) shall be deemed automatically deleted from this Agreement the earlier of (x) at such time as such More Favorable Covenant is deleted or otherwise removed from the applicable Material Credit Facility, or (y) such applicable Material Credit Facility ceases to be a Material Credit Facility or shall be terminated; *provided* that, if a Default or an Event of Default then exists, such Incorporated Covenant shall only be deemed automatically deleted from this Agreement at such time, if it should occur, when such Default or Event of Default no longer exists; *provided further, however*, that if any fee or other consideration shall be given to the lenders under such Material Credit Facility for such amendment or deletion, the equivalent of such fee or other consideration shall be given, pro rata, to the holders of the Notes.

(c) *"Most Favored Lender Notice"* means, in respect of any More Favorable Covenant, a written notice to each of the holders of the Notes delivered promptly, and in any event within twenty Business Days after the inclusion of such More Favorable Covenant in any Material Credit Facility (including by way of amendment or other modification of any existing provision thereof) from a Responsible Officer referring to the provisions of this Section 10.9 and setting forth a reasonably detailed description of such More Favorable Covenant (including any defined terms used therein) and related explanatory calculations, as applicable.

(d) Notwithstanding the foregoing, no covenant, definition or default expressly set forth in this Agreement as of the date of this Agreement (or incorporated into this Agreement by an amendment or modification to this Agreement other than pursuant to this Section 10.9) shall be deemed to be amended or deleted in any respect by virtue of the provisions of this Section 10.9.

Section 1.8. Schedule B of the Note Purchase Agreement shall be and is hereby amended by adding the following new definitions in alphabetical order to Schedule B of the Note Purchase Agreement to read as follows:

"*'364-Day Credit Facility'* means the 364-Day Credit Agreement, dated as of May 1, 2020, among the Company, the lenders party thereto and Bank of America, N.A., as administrative agent.

"Attributable Indebtedness" means, on any date, (a) in respect of any Capital Lease of any Person, the capitalized amount thereof that would appear on a balance sheet of such Person prepared as of such date in accordance with GAAP, and (b) in respect of any Synthetic Lease, the capitalized amount of the remaining lease payments under the relevant lease that would appear on a balance sheet of such Person prepared as of such date in accordance with GAAP if such lease were accounted for as a Capital Lease.

"Cash Equivalents" means any of the following types of investments, to the extent owned by the Company or any of its Subsidiaries free and clear of all Liens (other than Liens permitted by Section 10.4):

(a) readily marketable obligations issued or directly and fully guaranteed or insured by the United States of America or any agency or instrumentality thereof having maturities of not more than 90 days from the date of acquisition thereof; *provided* that the full faith and credit of the United States of America is pledged in support thereof;

(b) time deposits with, or insured certificates of deposit or bankers' acceptances of, any commercial bank that (i) (A) is a Lender or (B) is organized under the laws of the United States of America, any state thereof or the District of Columbia or is the principal banking subsidiary of a bank holding company organized under the laws of the United States of America, any state thereof or the District of Columbia, and is a member of the Federal Reserve System, (ii) issues (or the parent of which issues) commercial paper rated as described in clause (c) of this definition, and (iii) has combined capital and surplus of at least $1,000,000,000, in each case with maturities of not more than 90 days from the date of acquisition thereof;

(c) commercial paper issued by any Person organized under the laws of any state of the United States of America and rated at least "Prime-1" (or the then equivalent grade) by Moody's or at least "A-2" (or the then equivalent grade) by S&P, in each case with maturities of not more than one year from the date of acquisition thereof; and

(d) investments, classified in accordance with GAAP as current assets of the Company or any of its Subsidiaries, in money market investment programs registered under the Investment Company Act of 1940, which are administered by financial institutions that have the highest rating obtainable from either Moody's or S&P, and the portfolios of which are limited solely to investments of the character, quality and maturity described in clauses (a), (b), and (c) of this definition.

"Consolidated Net Income" means, for any period, for the Company and its Subsidiaries on a Consolidated basis, the net income of the Company and its Subsidiaries determined in accordance with GAAP (excluding extraordinary gains and extraordinary losses) for such period.

"Excess Availability" means the amount, calculated at any date, equal to: (a) the sum of (i) the aggregate commitments under the Bank Credit Agreement and (ii) the commitments of the lenders under the 364-Day Credit Facility, *minus* (b) the sum of (x) the amount of all then outstanding and unpaid Obligations (as defined in the Bank Credit Agreement) and (y) the amount of all then outstanding and unpaid Obligations (as defined in the 364-Day Credit Facility).

"First Amendment Effective Date" means June ___, 2020.

"Material Credit Facility" means, as to the Company and its Subsidiaries,

(a) the Bank Credit Agreement, including each respective renewal, extension, amendment, supplement, restatement, replacement or refinancing thereof; and

(b) the 364-Day Credit Facility, including each respective renewal, extension, amendment, supplement, restatement, replacement or refinancing thereof.

"Moody's" means Moody's Investors Service, Inc.

"Operating Lease" means any lease of property classified as an "operating lease" under GAAP.

"Qualified Cash" means as of any date of determination, that portion of the Company's and its Subsidiaries' aggregate cash and Cash Equivalents that is not encumbered by or subject to any lien, setoff, counterclaim, recoupment, defense or any restriction on the use thereof to pay indebtedness and other liabilities of the Company and its Subsidiaries.

"S&P" means Standard & Poor's Rating Services, a division of The McGraw-Hill Company, or its successors.

"Swap Contract" means (a) any and all rate swap transactions, basis swaps, credit derivative transactions, forward rate transactions, commodity swaps, commodity options, forward commodity contracts, equity or equity index swaps or options,

bond or bond price or bond index swaps or options or forward bond or forward bond price or forward bond index transactions, interest rate options, forward foreign exchange transactions, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions, currency options, spot contracts, or any other similar transactions or any combination of any of the foregoing (including any options to enter into any of the foregoing), whether or not any such transaction is governed by or subject to any master agreement, and (b) any and all transactions of any kind, and the related confirmations, which are subject to the terms and conditions of, or governed by, any form of master agreement published by the International Swaps and Derivatives Association, Inc., any International Foreign Exchange Master Agreement, or any other master agreement (any such master agreement, together with any related schedules, a *"Master Agreement"*), including any such obligations or liabilities under any Master Agreement.

"Swap Termination Value" means, in respect of any one or more Swap Contracts, after taking into account the effect of any legally enforceable netting agreement relating to such Swap Contracts, (a) for any date on or after the date such Swap Contracts have been closed out and termination value(s) determined in accordance therewith, such termination value(s), and (b) for any date prior to the date referenced in clause (a), the amount(s) determined as the mark-to-market value(s) for such Swap Contracts, as determined based upon one or more mid-market or other readily available quotations provided by any recognized dealer in such Swap Contracts."

Section 1.9. Schedule B of the Note Purchase Agreement shall be and is hereby amended by amending and restating the following definitions to read as follows:

"*'Bank Credit Agreement'* means the Amended and Restated Credit Agreement dated as of July 1, 2019 among Bank of America, N.A., as administrative agent, certain other banks and financial institutions party thereto, and the Company, as amended, restated, joined, supplemented or otherwise modified from time to time, and any renewals, extensions or replacements thereof.

"Capital Leases" means all leases that have been or should be, in accordance with GAAP, recorded as finance leases, but excluding, for the avoidance of doubt, any Operating Leases or other non-finance leases.

"Consolidated Adjusted Debt" means, as at any date of determination, for the Company and its Subsidiaries on a consolidated basis, all Debt of the Company on a Consolidated

basis for borrowed money (including, without limitation but without duplication, (i) Debt arising under Capital Leases, (ii) Debt under Synthetic Leases, (iii) liabilities under Guarantees, (iv) liabilities under standby letters of credit (but excluding liabilities under documentary letters of credit), and (v) the capitalized amount of Operating Leases under GAAP (after giving effect to FASB ASC 842)).

"Consolidated Rent Expense" means the aggregate rental amounts payable by the Company and its Subsidiaries for such period under any lease of property classified as an Operating Lease having an original term (including any required renewals or any renewals at the option of the lessor or lessee) of one year or more (but does not include any amounts payable under Capital Leases).

"Consolidated Total Interest Expense" means, for any period, for the Company and its Subsidiaries on a Consolidated basis, all interest and all amortization of debt discount and expense (including commitment fees, letter of credit fees, balance deficiency fees and similar expenses) on all Debt of the Company on a Consolidated basis (including outstanding letters of credit and payments in the nature of interest under Capital Leases), all as determined in accordance with GAAP, together with all interest expense of the Company on a Consolidated basis under Synthetic Leases.

"Debt" means, as to any Person at a particular time, without duplication, all of the following, whether or not included as indebtedness or liabilities in accordance with GAAP:

(a) all obligations of such Person for borrowed money and all obligations of such Person evidenced by bonds, debentures, notes, loan agreements or other similar instruments;

(b) all direct or contingent obligations of such Person arising under standby letters of credit, bankers' acceptances, bank guaranties, surety bonds and similar instruments;

(c) net obligations of such Person under any Swap Contract;

(d) all obligations of such Person to pay the deferred purchase price of property or services (other than trade accounts payable in the ordinary course of business);

(e) indebtedness (excluding prepaid interest thereon) secured by a Lien on property owned or being purchased by such Person (including indebtedness arising under conditional sales or other title retention agreements), whether or not such indebtedness shall have been assumed by such Person or is limited in recourse, provided that the amount of such Debt shall be limited to the value of the property subject to such Lien if such Person has not assumed or become liable for the payment of such obligation;

(f) all Obligations under Capital Leases and Synthetic Leases;

(g) all obligations of such Person to purchase, redeem, retire, defease or otherwise make any payment in respect of any Equity Interest in such Person or any other Person, valued, in the case of a redeemable preferred interest, at the greater of its voluntary or involuntary liquidation preference plus accrued and unpaid dividends; and

(h) all Guarantees of such Person in respect of any of the foregoing.

For all purposes hereof, the Debt of any Person shall include the Debt of any partnership or joint venture (other than a joint venture that is itself a corporation or limited liability company) in which such Person is a general partner or a joint venturer, unless such Debt is expressly made non-recourse to such Person. The amount of any net obligation under any Swap Contract on any date shall be deemed to be the Swap Termination Value thereof as of such date. The amount of any Capital Lease or Synthetic Lease as of any date shall be deemed to be the amount of Attributable Indebtedness in respect thereof as of such date.

"EBITDA" means, for any period, for the Company and its Subsidiaries on a Consolidated basis, an amount equal to Consolidated Net Income for such period plus the following to the extent deducted in computing such Consolidated Net Income for such period: (i) Consolidated Total Interest Expense for such period, (ii) Consolidated taxes on income for such period, (iii) Consolidated depreciation for such period, (iv) Consolidated amortization for such period, and (v) non-cash losses or charges to the extent such losses or charges have not been and will not become cash losses or charges in a later fiscal period; *provided that*, for purposes of calculating the ratio of Consolidated Adjusted Debt to EBITDAR pursuant to Section 10.1 hereof, EBITDA (i) as of January 30, 2021, calculated for the four consecutive fiscal

quarters then ending, shall be deemed to be EBITDA for such fiscal quarter then ended multiplied by four, (ii) as of May 1, 2021, shall be deemed to be Consolidated EBITDA for the trailing six-month period then ended multiplied by two, (iii) as of July 31, 2021, shall be deemed to be Consolidated EBITDA for the trailing nine-month period then ended multiplied by four-thirds, and (iv) for all testing periods thereafter, EBITDA for such calculations shall be EBITDA for the trailing twelve-month period then ended.

"EBITDAR" means, for any period, for the Company and its Subsidiaries on a Consolidated basis, an amount equal to EBITDA for such period, *plus* Consolidated Rent Expense for such period."

Section 2. Representations and Warranties of the Company.

Section 2.1. To induce the Required Holders to execute and deliver this First Amendment (which representations shall survive the execution and delivery of this First Amendment), the Company represents and warrants to the holders of the outstanding Notes (the *"Noteholders"*) that:

(a) this First Amendment has been duly authorized, executed and delivered by it, and this First Amendment and the Note Purchase Agreement as amended by this First Amendment each constitutes a legal, valid and binding obligation of the Company enforceable against the Company in accordance with its respective terms, except as such enforceability may be limited by (i) applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally and (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law);

(b) the execution, delivery and performance by the Company of this First Amendment (i) have been duly authorized by all necessary corporate action on the part of the Company, (ii) does not require the consent, approval or authorization of, or registration, filing or declaration with, any Governmental Authority, and (iii) will not contravene, result in any breach of, or constitute a default under, or result in the creation of any Lien in respect of any property of the Company or any Subsidiary under, any indenture, mortgage, deed of trust, loan, purchase or credit agreement, lease, corporate charter or bylaws, or any other Material agreement or instrument to which the Company or any Subsidiary is bound or by which the Company or any Subsidiary or any of their respective properties may be bound or affected; and

(c) as of the date hereof and after giving effect to this First Amendment, no Default or Event of Default has occurred which is continuing.

Section 3. Conditions to Effectiveness of This First Amendment.

Section 3.1. This First Amendment shall not become effective until, and shall become effective when:

(a) executed counterparts of this First Amendment, duly executed by the Company and the Required Holders, shall have been delivered to the Noteholders;

(b) the Company shall have paid a one-time fee to each holder of Notes in the amount of 0.10% (10 bps) of the aggregate principal amount of the outstanding Notes of the Company held by such Noteholder;

(c) The representations and warranties set forth in Section 2 hereof shall be true and correct on and as of the effectiveness of this First Amendment; and

(d) the Company shall have paid or caused to be paid reasonable, out-of-pocket fees and expenses of Chapman and Cutler LLP, special counsel to the Noteholders, in connection with the negotiation, approval, execution and delivery of this First Amendment, to the extent invoiced at least one Business Day in advance of the date hereof.

Section 4. Miscellaneous.

Section 4.1. This First Amendment shall be construed in connection with and as part of the Note Purchase Agreement, and except as modified and expressly amended by this First Amendment, all terms, conditions and covenants contained in the Note Purchase Agreement and the Notes are hereby ratified and shall be and remain in full force and effect.

Section 4.2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment may refer to the Note Purchase Agreement without making specific reference to this First Amendment but nevertheless all such references shall include this First Amendment unless the context otherwise requires.

Section 4.3. The descriptive headings of the various Sections or parts of this First Amendment are for convenience only and shall not affect the meaning or construction of any of the provisions hereof.

Section 4.4. This First Amendment shall be governed by and construed in accordance with the laws of the State of New York.

Section 4.5 and the Signature Pages follow

Section 4.5. (a) The execution hereof by you shall constitute a contract between us for the uses and purposes hereinabove set forth, and this First Amendment may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one agreement.

(b) The parties to this First Amendment agree to electronic contracting and signatures with respect to this First Amendment and the other documents executed in connection herewith. Delivery of an electronic signature to, or a signed copy of, this First Amendment and such other documents by facsimile, email or other electronic transmission shall be fully binding on the parties to the same extent as the delivery of the signed originals and shall be admissible into evidence for all purposes. The words "execution," "execute", "signed," "signature," and words of like import in or related to any document to be signed in connection with this First Amendment and the other documents shall be deemed to include electronic signatures, or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Electronic Communications Act 2000 and the Electronic Identification and Trust Services for Electronic Transactions Regulations 2016.

ROSS STORES, INC.

By: ______________________________

Name: Travis Marquette

Title: Group Senior Vice President and Chief Financial Officer

Accepted as of the date first written above.

American General Life Insurance Company
The United States Life Insurance Company in
the City of New York

By: AIG Asset Management (U.S.), LLC, as investment advisor

By

Name:
Title:

Accepted as of the date first written above.

United of Omaha Life Insurance Company

By

Name:
Title:

Mutual of Omaha Life Insurance Company

By

Name:
Title:

Ross Stores, Inc.
Private Placement Notes

Financial Covenants

As of _______, 202_

Consolidated Adjusted Debt to EBITDAR Ratio (Section 10.1).

A. Consolidated EBITDAR for four consecutive fiscal quarters on above date (*"Subject Period"*):

1.	Consolidated Net Income for Subject Period:	$________
2.	Consolidated Total Interest Expense for Subject Period:	$________
3.	Consolidated taxes on income for Subject Period:	$________
4.	Consolidated depreciation for Subject Period:	$________
5.	Consolidated amortization for Subject Period:	$________
6.	Extraordinary non-cash losses to the extent such losses have not been and will not become cash losses in a later fiscal period:	$________
7.	Consolidated Lease Expense for Subject Period	$________
8.	Consolidated EBITDAR (Lines A.1 + 2 + 3 + 4 + 5 + 6 + 7):	$________
B.	Consolidated Adjusted Debt at Statement Date:	$________
C.	Consolidated EBITDAR for Subject Period (Line A.8 above):	$________
D.	Consolidated Adjusted Debt to EBITDAR Ratio (Line B-Line C):	_____ to 1.0
E.	Maximum permitted:	_____ to 1.0

Exhibit 7.2
(to First Amendment to Note Purchase Agreement)

Minimum Liquidity (Section 10.2)[1]

A. Excess Availability:

1	Aggregate Commitments	$_
2	Commitments of the lenders under the Existing Credit Facility	$_
3	Amount of all then outstanding and unpaid Obligations	$_
4	Amount of all then outstanding and unpaid Obligations (as defined in the Existing Credit Facility).	$_
	(Lines 1+2-(3+4):	$_
B.	Qualified Cash:	$_
C.	Excess Availability + Qualified Cash:	$_
D.	Minimum Permitted:	$ 800,000,000**

** From the First Amendment Effective Date, the amount in Line C must not be less than $800 million at any time during the fiscal period referenced in this Compliance Certificate and after the later of (i) the termination of the 364-Day Credit Facility and (ii) date of delivery of the Compliance Certificate for the fiscal quarter ending January 30, 2021, demonstrating compliance with the Consolidated Adjusted Debt to EBITDAR Ratio, the amount in Line C must not be less than $500 million at any time during the fiscal period referenced in this Compliance Certificate.

[1] Calculations are as of the last day of the fiscal period referenced in this Compliance Certificate.

Investments (Section 10.3)

Maximum: _________

Actual:

(i)	Restricted Investments	_________	
(ii)	Principal Amount of obligations secured by Liens permitted under Section 10.4 (excluding obligations secured by Liens permitted by paragraphs (c) through (k) of Section 10.4)	_________	
(iii)	15% of Consolidated Total Assets	_________	
(iv)	Lines (i) plus (ii) plus (iii)		$_________

Sale of Assets (Section 10.5)

Maximum: _________

Actual:

(i)	Asset dispositions (determined in accordance with Section 10.5) in excess of 10% of book value of Consolidated Total Assets	_________	
(ii)	Proceeds used to acquire assets used and useful in carrying on the business of the Company and its Subsidiaries	_________	
(iii)	Proceeds used to prepay or retire Senior Debt of the Company and its Subsidiaries	_________	
(iv)	Lines (i) minus (ii) minus (iii)		$_________

Witness my hand this xxth day of (Month), 20___.

Ross Stores, Inc.

By: ______________________________

Title: Vice President of Finance and Treasurer

EXHIBIT 15

September 9, 2020

Ross Stores, Inc.:

We are aware that our report dated September 9, 2020, 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 1, 2020, is incorporated by reference in Registration Statements No. 33-61373, 333-06119, 333-34988, 333-51478, 333-56831, 333-115836, 333-151116, 333-210465, and 333-218052 on Form S-8, and No. 333-198738 and 333-237546 on Form S-3.

Yours truly,

/s/Deloitte & Touche LLP

San Francisco, California

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 9, 2020

/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, Travis R. Marquette, 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 9, 2020

/s/Travis R. Marquette

Travis R. Marquette
Group Senior Vice President and Chief Financial Officer,
and Principal Accounting 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 1, 2020 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 9, 2020

/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 1, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Travis R. Marquette, 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 9, 2020

/s/Travis R. Marquette
Travis R. Marquette
Group Senior Vice President and Chief Financial Officer,
and Principal Accounting Officer