

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A\*  
(Amendment No. 1)  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)

Ross Stores, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

778296103  
(CUSIP Number)

December 31, 2007  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act  
of 1934 ("Act") or otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act (however, see the  
Notes).

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- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)

Eminence Capital, LLC

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [ ]  
(b) [x]

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

-----  
NUMBER OF (5) SOLE VOTING POWER

0

SHARES

-----  
BENEFICIALLY (6) SHARED VOTING POWER

9,350,000

OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER 0  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER 9,350,000  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 9,350,000  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 6.9%  
-----  
(12) TYPE OF REPORTING PERSON \*\* IA  
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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY) Eminence GP, LLC  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [x]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York  
-----  
NUMBER OF (5) SOLE VOTING POWER 0  
SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER 5,473,432  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER 0  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER 5,473,432  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 5,473,432  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 4.0%  
-----  
(12) TYPE OF REPORTING PERSON \*\* OO  
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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY) Ricky C. Sandler

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [x]

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----

NUMBER OF	(5) SOLE VOTING POWER	3,275
SHARES	-----	
BENEFICIALLY	(6) SHARED VOTING POWER	9,350,000
OWNED BY	-----	
EACH	(7) SOLE DISPOSITIVE POWER	3,275
REPORTING	-----	
PERSON WITH	(8) SHARED DISPOSITIVE POWER	9,350,000

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 9,353,275

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(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

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(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 6.9%

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(12) TYPE OF REPORTING PERSON \*\* IN

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule G initially filed on August 6, 2007 is hereby amended and restated by this Amendment No. 1 to the Schedule G.

Item 1(a). Name of Issuer:

The name of the issuer is Ross Stores, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 4440 Rosewood Drive, Pleasanton, California 94588

Item 2. Name of Person Filing:

This statement is filed on behalf of each of the following persons



- (e) [ ] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) [ ] Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) [ ] Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) [ ] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable

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Item 4. Ownership.

A. Eminence Capital, LLC

- (a) Amount beneficially owned: 9,350,000
- (b) Percent of class: 6.9%. The percentages used herein and in the rest of Item 4 are calculated based upon the 135,475,503 shares of Common Stock outstanding at November 21, 2007, as set forth in the Company's Form 10-Q for the quarterly period ended November 3, 2007.
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 9,350,000
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 9,350,000

B. Eminence GP, LLC

- (a) Amount beneficially owned: 5,473,432
- (b) Percent of class: 4.0%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 5,473,432
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 5,473,432

C. Ricky C. Sandler

- (a) Amount beneficially owned: 9,353,275
- (b) Percent of class: 6.9%
- (c) (i) Sole power to vote or direct the vote: 3,275
- (ii) Shared power to vote or direct the vote: 9,350,000
- (iii) Sole power to dispose or direct the disposition: 3,275
- (iv) Shared power to dispose or direct the disposition: 9,350,000

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Eminence GP, the general partner of the Partnerships and the manager of the Offshore Master Funds, has the power to direct the investment activities of the Partnerships and the Offshore Master Funds, including decisions respecting the disposition of the proceeds from the sale of the shares. The Investment Manager provides investment management services to the Eminence Funds, and has the power to direct the investment activities of Eminence Offshore, including the power to make decisions with respect to the disposition of the proceeds from

the sale of the shares. Mr. Sandler serves as the Managing Member of Eminence GP and the Investment Manager and in that capacity directs their operations.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2008

/s/ Ricky C. Sandler

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Ricky C. Sandler, individually, and as  
Managing Member of  
Eminence Capital, LLC,  
and as  
Managing Member of  
Eminence GP, LLC