

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

Form 8-K

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

Date of report (date of earliest event reported):
March 1, 2016

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

Delaware
(State or other jurisdiction of incorporation)

0-14678
(Commission File No.)

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

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On March 1, 2016, the Company issued a press release regarding the Company's financial results for its fiscal quarter and fiscal year ended January 30, 2016. The full text of the Company's press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 99.1 | March 1, 2016 Press Release by Ross Stores, Inc.* |

*Pursuant to Item 2.02 of Form 8-K, Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 1, 2016

ROSS STORES, INC.
Registrant

By: /s/Michael J. Hartshorn
Michael Hartshorn
Group Senior Vice President, Chief Financial Officer
and Principal Accounting Officer



FOR IMMEDIATE RELEASE**Contact:**

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**ROSS STORES REPORTS FOURTH QUARTER
AND FISCAL 2015 RESULTS*****ANNOUNCES 15% INCREASE IN QUARTERLY CASH DIVIDEND,
AND PROVIDES FIRST QUARTER AND FISCAL 2016 GUIDANCE***

Dublin, California, March 1, 2016 -- Ross Stores, Inc. (Nasdaq: ROST) today reported earnings per share for the fourth quarter ended January 30, 2016 of \$.66, up 10% from the prior year, on net earnings that rose 6% to \$264 million. Sales for the fiscal 2015 fourth quarter grew 7% to \$3.251 billion, with comparable store sales up 4% versus a 6% gain last year.

For the fiscal year, earnings per share rose 14% to \$2.51 on top of strong multi-year increases, while net earnings increased 10% to \$1.021 billion. Sales for the 2015 fiscal year grew 8% to \$11.940 billion, with comparable store sales up 4%.

Barbara Rentler, Chief Executive Officer, commented, "We are pleased with our sales and earnings results for the fourth quarter, which exceeded our expectations despite the highly promotional holiday selling environment and our most challenging sales comparisons from the prior year. These results were driven by the competitive values we offered on a wide assortment of name brand bargains and gifts throughout our stores."

Ms. Rentler continued, "Fourth quarter operating margin was 12.7% compared to 13.1% in the prior year, as higher merchandise margin and tight expense control were more than offset by the timing of packaway-related costs. For the 2015 fiscal year however, operating margin rose 10 basis points to a record 13.6%."

Update on Stock Repurchase Program

A total of 13.7 million shares of common stock were repurchased during fiscal 2015, for an aggregate purchase price of \$700 million under the two-year \$1.4 billion program announced in February 2015. We expect to complete the \$700 million remaining under this authorization in fiscal 2016.

Declaration of Higher Quarterly Cash Dividend

The Company's Board of Directors also recently approved an increase in the quarterly cash dividend to \$.135 per share, up 15% on top of an 18% increase last year. This higher quarterly dividend will be payable on March 31, 2016 to stockholders of record as of March 14, 2016.

Ms. Rentler noted, "The continued growth of our shareholder payouts reflects our ongoing confidence in the Company's ability to generate significant amounts of cash after funding our growth and the other capital needs of our business. We have repurchased stock as planned every year since 1993 and raised our cash dividend annually since its inception in 1994. This consistent record reflects our unwavering commitment to enhancing stockholder value and returns."

Fiscal 2016 Guidance

Looking ahead, Ms. Rentler said, "As we enter 2016, we continue to face our own challenging multi-year comparisons in an increasingly uncertain and volatile macro-economic and retail environment. As a result, while we hope to do better, we believe it is prudent to maintain a somewhat cautious outlook when forecasting sales and earnings for the coming year."

For the 52-week fiscal year ending January 28, 2017, the Company is projecting same store sales to grow 1% to 2% and earnings per share of \$2.59 to \$2.71, up 3% to 8% from \$2.51 in fiscal 2015. For the first quarter ending April 30, 2016, comparable store sales are forecast to be up 1% to 2% with earnings per share projected to be flat to up 4% to \$.69 to \$.72. This compares to EPS of \$.69 in the first quarter of 2015, the strongest period last year, when comparable sales rose 5% and EPS grew 19%.

The Company will host a conference call on Tuesday, March 1, 2016 at 4:15 p.m. Eastern time to provide additional details concerning its fourth quarter and fiscal year 2015 results, and management's outlook and guidance for fiscal 2016. A real-time audio webcast of the conference call will be available in the Investors section of the Company's website, located at www.rossstores.com. An audio playback will be available at 404-537-3406, PIN #45221632 until 8:00 p.m. Eastern time on March 8, 2016, as well as on the Company's website.

Forward-Looking Statements: *This press release contains forward-looking statements regarding expected sales, earnings levels and other financial results in future periods that are subject to risks and uncertainties which could cause our actual results to differ materially from management's current expectations. The words "plan," "expect," "target," "anticipate," "estimate," "believe," "forecast," "projected," "guidance," "looking ahead" and similar expressions identify forward-looking statements. Risk factors for Ross Dress for Less® ("Ross") and dd's DISCOUNTS® include without limitation, competitive pressures in the apparel or home-related merchandise retailing industry; changes in the level of consumer spending on or preferences for apparel or home-related merchandise; market availability, quantity, and quality of attractive brand name merchandise at desirable discounts and our buyers' ability to purchase merchandise that enables us to offer customers a wide assortment of merchandise at competitive prices; impacts from the macro-economic environment, financial and credit markets, and geopolitical conditions that affect consumer confidence and consumer disposable income; our ability to continually attract, train and retain associates to execute our off-price strategies; unseasonable weather trends; potential 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 - such breaches of our data security, or our failure or delay in detecting and mitigating a loss of personal or business information, could result in damage to our reputation, loss of customer confidence, violation (or alleged violation) of applicable laws, and could expose us to civil claims, litigation and regulatory action, and to unanticipated costs and disruption of our operations; potential disruptions in our supply chain or information systems; issues involving the quality, safety, or authenticity of products we sell; our ability to effectively manage our inventories, markdowns, and inventory shortage to achieve planned gross margin; volatility in revenues and earnings; an adverse outcome in various legal, regulatory, or tax matters; natural or man-made disaster in California or in another region where we have a concentration of stores or a distribution center; increase in our labor costs; unexpected issues or costs from expanding in existing markets and entering new geographic markets; obtaining acceptable new store sites with favorable demographics; damage to our corporate reputation or brands; issues from importing merchandise from other countries; and maintaining sufficient liquidity to support our continuing operations, new store and distribution center growth plans, and stock repurchase and dividend programs. Other risk factors are set forth in our SEC filings including without limitation, the Form 10-K for fiscal 2014, Form 10-Qs and 8-Ks for fiscal 2015. The factors underlying our forecasts are dynamic and subject to change. As a result, our forecasts speak only as of the date they are given and do not necessarily reflect our outlook at any other point in time. We do not undertake to update or revise these forward-looking statements.*

Ross Stores, Inc. is an S&P 500, Fortune 500 and Nasdaq 100 (ROST) company headquartered in Dublin, California, with fiscal 2015 revenues of \$11.9 billion. The Company operates Ross Dress for Less[®] ("Ross"), the largest off-price apparel and home fashion chain in the United States with 1,274 locations in 34 states, the District of Columbia and Guam at fiscal 2015 year end. 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. The Company also operates 172 dd's DISCOUNTS[®] in 15 states at the end of fiscal 2015 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. Additional information is available at www.rossstores.com.

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Ross Stores, Inc.
Condensed Consolidated Statements of Earnings

| (\$000, except stores and per share data, unaudited) | Three Months Ended | | Twelve Months Ended | |
|---|---------------------|---------------------|---------------------|---------------------|
| | January 30, 2016 | January 31, 2015 | January 30, 2016 | January 31, 2015 |
| Sales | \$ 3,250,726 | \$ 3,032,698 | \$ 11,939,999 | \$ 11,041,677 |
| Costs and Expenses | | | | |
| Cost of goods sold | 2,386,591 | 2,203,570 | 8,576,873 | 7,937,956 |
| Selling, general and administrative | 450,877 | 430,342 | 1,738,755 | 1,615,371 |
| Interest expense, net | 4,530 | 2,406 | 12,612 | 2,984 |
| Total costs and expenses | 2,841,998 | 2,636,318 | 10,328,240 | 9,556,311 |
| Earnings before taxes | 408,728 | 396,380 | 1,611,759 | 1,485,366 |
| Provision for taxes on earnings | 144,567 | 147,850 | 591,098 | 560,642 |
| Net earnings | \$ 264,161 | \$ 248,530 | \$ 1,020,661 | \$ 924,724 |
| Earnings per share ⁽¹⁾ | | | | |
| Basic | \$ 0.66 | \$ 0.61 | \$ 2.53 | \$ 2.24 |
| Diluted | \$ 0.66 | \$ 0.60 | \$ 2.51 | \$ 2.21 |
| Weighted average shares outstanding (000) ⁽¹⁾ | | | | |
| Basic | 398,229 | 409,113 | 403,034 | 413,553 |
| Diluted | 401,619 | 413,461 | 406,405 | 418,077 |
| Dividends ⁽¹⁾ | | | | |
| Cash dividends declared per share | \$ 0.1175 | \$ 0.1000 | \$ 0.4700 | \$ 0.4000 |
| Stores open at end of period | 1,446 | 1,362 | 1,446 | 1,362 |

⁽¹⁾ All share and per share amounts have been adjusted for the two-for-one stock split effective June 11, 2015.

Ross Stores, Inc.
Condensed Consolidated Balance Sheets

| (\$000, unaudited) | January 30, 2016 | January 31, 2015 |
|---|-------------------------|------------------|
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 761,602 | \$ 696,608 |
| Short-term investments | 1,737 | 500 |
| Accounts receivable | 73,627 | 73,278 |
| Merchandise inventory | 1,419,104 | 1,372,675 |
| Prepaid expenses and other | 116,125 | 106,778 |
| Total current assets | 2,372,195 | 2,249,839 |
| Property and equipment, net | 2,342,906 | 2,273,752 |
| Long-term investments | 1,331 | 3,110 |
| Other long-term assets | 152,687 | 160,669 |
| Total assets | \$ 4,869,119 | \$ 4,687,370 |
| Liabilities and Stockholders' Equity | | |
| Current Liabilities | | |
| Accounts payable | \$ 945,559 | \$ 1,000,700 |
| Accrued expenses and other | 376,522 | 385,325 |
| Accrued payroll and benefits | 280,766 | 256,141 |
| Income taxes payable | — | 17,202 |
| Total current liabilities | 1,602,847 | 1,659,368 |
| Long-term debt | 396,025 | 395,562 |
| Other long-term liabilities | 268,168 | 279,500 |
| Deferred income taxes | 130,088 | 73,730 |
| Commitments and contingencies | | |
| Total liabilities | 2,471,991 | 2,279,210 |
| Total liabilities and stockholders' equity | \$ 4,869,119 | \$ 4,687,370 |

Ross Stores, Inc.
Condensed Consolidated Statements of Cash Flows

| (\$000, unaudited) | Twelve Months Ended | |
|---|---------------------|------------------|
| | January 30, 2016 | January 31, 2015 |
| Cash Flows From Operating Activities | | |
| Net earnings | \$ 1,020,661 | \$ 924,724 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation and amortization | 274,828 | 232,959 |
| Stock-based compensation | 70,937 | 53,001 |
| Deferred income taxes | 56,358 | 25,086 |
| Tax benefit from equity issuance | 42,382 | 29,759 |
| Excess tax benefit from stock-based compensation | (42,302) | (29,415) |
| Change in assets and liabilities: | | |
| Merchandise inventory | (46,429) | (115,520) |
| Other current assets | (13,496) | (16,410) |
| Accounts payable | (41,464) | 204,158 |
| Other current liabilities | 7,796 | 69,568 |
| Other long-term, net | (3,019) | (5,045) |
| Net cash provided by operating activities | 1,326,252 | 1,372,865 |
| Cash Flows From Investing Activities | | |
| Additions to property and equipment | (366,960) | (646,691) |
| Decrease (increase) in restricted cash and investments | 4,065 | (4,329) |
| Purchases of investments | (718) | — |
| Proceeds from investments | 1,104 | 12,021 |
| Net cash used in investing activities | (362,509) | (638,999) |
| Cash Flows From Financing Activities | | |
| Excess tax benefit from stock-based compensation | 42,302 | 29,415 |
| Net proceeds from issuance of long-term debt | — | 245,676 |
| Issuance of common stock related to stock plans | 20,186 | 21,978 |
| Treasury stock purchased | (68,925) | (39,041) |
| Repurchase of common stock | (700,000) | (550,000) |
| Dividends paid | (192,312) | (168,454) |
| Net cash used in financing activities | (898,749) | (460,426) |
| Net increase in cash and cash equivalents | 64,994 | 273,440 |
| Cash and cash equivalents: | | |
| Beginning of period | 696,608 | 423,168 |
| End of period | \$ 761,602 | \$ 696,608 |
| Supplemental Cash Flow Disclosures | | |
| Interest paid | \$ 18,035 | \$ 9,668 |
| Income taxes paid | \$ 523,597 | \$ 510,145 |