

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):

November 18, 2021

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$.01	ROST	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 2.02 Results of Operations and Financial Condition.

On November 18, 2021, the Company issued a press release regarding the Company's financial results for its fiscal quarter ended October 30, 2021. The full text of the Company's press release is attached hereto as Exhibit 99.1.

The information furnished with this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	November 18, 2021 Press Release by Ross Stores, Inc.
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 hereunto duly authorized.

Date: November 18, 2021

ROSS STORES, INC.

Registrant

By: /s/Adam Orvos

Adam Orvos
Executive Vice President and Chief Financial
Officer, and Principal Accounting Officer



FOR IMMEDIATE RELEASE**Contact:**

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**ROSS STORES REPORTS THIRD QUARTER RESULTS,
PROVIDES FOURTH QUARTER GUIDANCE**

Dublin, California, November 18, 2021 -- Ross Stores, Inc. (NASDAQ: ROST) today reported earnings per share for the third quarter ended October 30, 2021 of \$1.09 on net income of \$385 million. This compares to \$1.03 per share on net earnings of \$371 million for the 13 weeks ended November 2, 2019. Sales rose 19% to \$4.6 billion, with comparable store sales up a strong 14%.

For the nine months ended October 30, 2021, earnings per share were \$3.82 on net earnings of \$1.4 billion, up from \$3.32 per share on net income of \$1.2 billion for the same period in 2019. Sales year-to-date rose 20% to \$13.9 billion, with comparable store sales up 14%.

Barbara Rentler, Chief Executive Officer, commented, "Third quarter sales and profitability significantly exceeded our expectations as consumers continued to respond favorably to our broad assortment of great bargains. We achieved these results despite waning government stimulus and uncertainty related to the spread of COVID variants. Operating margin of 11.4% was better than plan, though down from 2019 as leverage from the robust sales gains was partially offset by ongoing headwinds from higher freight, wage, and COVID-related costs."

Ms. Rentler continued, "During the third quarter and first nine months of fiscal 2021, we repurchased 2.1 million and 3.5 million shares of common stock, respectively, for an aggregate cost of \$241 million in the quarter and \$417 million year-to-date. We remain on track to buy back a total of \$650 million in common stock during fiscal 2021."

Looking ahead, Ms. Rentler said, “While we are encouraged by the ongoing strength of consumer demand, there remains significant uncertainty related to the worsening industry-wide supply chain congestion as we enter the important holiday season. As a result, and while we hope to do better, we are projecting fourth quarter comparable store sales gains of 7% to 9% and earnings per share in the range of \$0.83 to \$0.93.”

Ms. Rentler added, “Based on our year-to-date results and our updated fourth quarter guidance, we are now planning earnings per share for fiscal 2021 to be in the range of \$4.65 to \$4.75 on a comparable store sales gain of 12% to 13%.”

Ms. Rentler concluded, “Moving forward, consumers' increasing focus on value and convenience along with the large number of recent retail closures and bankruptcies make us confident about our prospects for continued market share gains in the future.”

The Company will host a conference call on Thursday, November 18, 2021, at 4:15 p.m. Eastern time to provide additional details concerning its third quarter results and management's outlook for the remainder of the year. 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 #9489421 until 8:00 p.m. Eastern time on November 26, 2021, as well as on the Company's website.

Forward-Looking Statements: *This press release and the related conference call remarks contains forward-looking statements regarding projected sales and earnings, planned new store growth, and other financial results and market conditions 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," "outlook," "looking ahead," and similar expressions identify forward-looking statements. Risk factors for Ross Dress for Less® ("Ross") and dd's DISCOUNTS® include without limitation, the uncertainties and potential for the recurrence of significant business disruptions arising from the COVID-19 pandemic; changes in the level of consumer spending on or preferences for apparel and home-related merchandise; impacts from the macro-economic environment, financial and credit markets, geopolitical conditions, unemployment levels or public health issues (such as pandemics) that affect consumer confidence and consumer disposable income; our need to effectively manage our inventories, markdowns, and inventory shortage to achieve planned gross margins; competitive pressures in the apparel or home-related merchandise retailing industry; issues associated with importing and selling merchandise produced in other countries, including risks from supply chain disruptions due to port of exit/entry congestion, shipping delays and ocean freight cost increases, and risks from other supply chain related disruptions, including those due to COVID-19 closures; unseasonable weather that may affect shopping patterns and consumer demand for seasonal apparel and other merchandise, and that may result in temporary store closures and disruptions in deliveries of merchandise to our stores; 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; 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; potential disruptions in our supply chain or information systems; 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, or the adoption of new federal or state tax legislation that increases tax rates or adds new taxes, could increase our costs; damage to our corporate reputation or brands; our need to continually attract, train, and retain associates to execute our off-price 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 that could adversely affect our business; volatility in revenues and earnings; an additional pandemic, natural or man-made disaster in California or in another region where we have a concentration of stores, offices, or a distribution center; unexpected issues or costs from expanding in existing markets and entering new geographic markets; obtaining acceptable new store sites with favorable consumer demographics; and maintaining sufficient liquidity to support our continuing operations, new store openings and reopenings, and ongoing capital expenditure plans. Other risk factors are set forth in our SEC filings including without limitation, the Form 10-K for fiscal 2020, and fiscal 2021 Form 10-Qs and Form 8-Ks on file with the SEC. 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 2020 revenues of \$12.5 billion. Currently, the Company operates Ross Dress for Less® ("Ross"), the largest off-price apparel and home fashion chain in the United States with 1,629 locations in 40 states, the District of Columbia, and Guam. 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 295 dd's DISCOUNTS® stores in 21 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. Additional information is available at www.rossstores.com.

Ross Stores, Inc.
Condensed Consolidated Statements of Operations

(\$000, except stores and per share data, unaudited)	Three Months Ended			Nine Months Ended		
	October 30, 2021	October 31, 2020	November 2, 2019	October 30, 2021	October 31, 2020	November 2, 2019
Sales	\$ 4,574,541	\$ 3,754,509	\$ 3,849,117	\$ 13,895,595	\$ 8,281,894	\$ 11,625,628
Costs and Expenses						
Cost of goods sold	3,326,004	2,711,419	2,766,432	9,935,271	6,681,530	8,311,950
Selling, general and administrative	725,761	877,857	604,605	2,118,602	1,812,657	1,754,825
Interest expense (income), net	18,744	28,740	(4,402)	56,500	64,261	(14,819)
Total costs and expenses	4,070,509	3,618,016	3,366,635	12,110,373	8,558,448	10,051,956
Earnings (loss) before taxes	504,032	136,493	482,482	1,785,222	(276,554)	1,573,672
Provision (benefit) for taxes on earnings (loss)	119,002	5,296	111,550	429,455	(123,956)	368,877
Net earnings (loss)	\$ 385,030	\$ 131,197	\$ 370,932	\$ 1,355,767	\$ (152,598)	\$ 1,204,795
Earnings (loss) per share						
Basic	\$ 1.10	\$ 0.37	\$ 1.04	\$ 3.85	\$ (0.43)	\$ 3.35
Diluted	\$ 1.09	\$ 0.37	\$ 1.03	\$ 3.82	\$ (0.43)	\$ 3.32
Weighted-average shares outstanding (000)						
Basic	351,071	352,481	356,879	352,308	352,320	359,919
Diluted	353,081	354,457	359,299	354,477	352,320	362,455
Store count at end of period	1,924	1,869	1,810	1,924	1,869	1,810

Ross Stores, Inc.
Condensed Consolidated Balance Sheets

(\$000, unaudited)	October 30, 2021	October 31, 2020	November 2, 2019
Assets			
Current Assets			
Cash and cash equivalents	\$ 5,259,595	\$ 4,416,124	\$ 1,142,709
Accounts receivable	158,765	122,654	124,853
Merchandise inventory	2,231,242	1,630,390	2,168,796
Prepaid expenses and other	195,309	347,399	170,304
Total current assets	7,844,911	6,516,567	3,606,662
Property and equipment, net	2,784,286	2,706,884	2,565,882
Operating lease assets	3,032,175	3,132,056	3,042,298
Other long-term assets	254,362	215,159	200,999
Total assets	\$ 13,915,734	\$ 12,570,666	\$ 9,415,841
Liabilities and Stockholders' Equity			
Current Liabilities			
Accounts payable	\$ 2,652,881	\$ 2,426,390	\$ 1,480,205
Accrued expenses and other	625,426	655,408	496,623
Current operating lease liabilities	620,675	590,122	559,433
Accrued payroll and benefits	512,336	269,709	321,977
Current portion of long-term debt	64,991	—	—
Total current liabilities	4,476,309	3,941,629	2,858,238
Long-term debt	2,451,283	2,512,037	312,778
Non-current operating lease liabilities	2,551,162	2,672,139	2,601,372
Other long-term liabilities	296,819	290,795	225,934
Deferred income taxes	156,944	135,029	140,740
Commitments and contingencies			
Total liabilities and stockholders' equity	3,983,217	3,019,037	3,276,779
Total liabilities and stockholders' equity	\$ 13,915,734	\$ 12,570,666	\$ 9,415,841

Ross Stores, Inc.
Condensed Consolidated Statements of Cash Flows

(\$000, unaudited)	Nine Months Ended		
	October 30, 2021	October 31, 2020	November 2, 2019
Cash Flows From Operating Activities			
Net earnings (loss)	\$ 1,355,767	\$ (152,598)	\$ 1,204,795
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:			
Depreciation and amortization	262,139	268,193	255,089
Loss on early extinguishment of debt	—	239,769	—
Stock-based compensation	96,775	74,267	70,600
Deferred income taxes	35,077	(14,650)	23,070
Change in assets and liabilities:			
Merchandise inventory	(722,260)	201,949	(418,354)
Other current assets	(50,139)	(31,732)	(46,161)
Accounts payable	422,277	1,126,574	305,648
Other current liabilities	160,984	118,679	43,968
Income taxes	(60,442)	(119,513)	(42,619)
Operating lease assets and liabilities, net	4,767	8,979	12,911
Other long-term, net	(1,292)	63,206	1,983
Net cash provided by operating activities	1,503,653	1,783,123	1,410,930
Cash Flows From Investing Activities			
Additions to property and equipment	(377,916)	(339,545)	(401,251)
Proceeds from investments	—	—	517
Net cash used in investing activities	(377,916)	(339,545)	(400,734)
Cash Flows From Financing Activities			
Issuance of common stock related to stock plans	18,626	17,088	16,451
Treasury stock purchased	(57,092)	(45,091)	(56,920)
Repurchase of common stock	(416,979)	(132,467)	(965,909)
Dividends paid	(304,520)	(101,411)	(278,370)
Net proceeds from issuance of short-term debt	—	805,601	—
Payments of short-term debt	—	(804,972)	—
Net proceeds from issuance of long-term debt	—	2,965,115	—
Payments of long-term debt	—	(775,009)	—
Payments of debt extinguishment and debt issuance costs	—	(232,000)	—
Net cash (used in) provided by financing activities	(759,965)	1,696,854	(1,284,748)
Net increase (decrease) in cash, cash equivalents, and restricted cash and cash equivalents	365,772	3,140,432	(274,552)
Cash, cash equivalents, and restricted cash and cash equivalents:			
Beginning of period	4,953,769	1,411,410	1,478,079
End of period	\$ 5,319,541	\$ 4,551,842	\$ 1,203,527
Reconciliations:			
Cash and cash equivalents	\$ 5,259,595	\$ 4,416,124	\$ 1,142,709
Restricted cash and cash equivalents included in prepaid expenses and other	10,790	85,322	10,947
Restricted cash and cash equivalents included in other long-term assets	49,156	50,396	49,871
Total cash, cash equivalents, and restricted cash and cash equivalents:	\$ 5,319,541	\$ 4,551,842	\$ 1,203,527
Supplemental Cash Flow Disclosures			
Interest paid	\$ 82,209	\$ 70,347	\$ 10,560
Income taxes paid	\$ 454,821	\$ 10,207	\$ 388,426