

**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):

**October 3, 2022**

**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>
<b>Common stock, par value \$.01</b>	<b>ROST</b>	<b>NASDAQ Global Select Market</b>

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

(d) Mr. Edward G. Cannizzaro has been elected as a member of the Board of Directors of Ross Stores, Inc. (the “Company”), his election to be effective October 14, 2022, with an initial term expiring at the Company’s 2023 Annual Meeting of Stockholders. In connection with such election, the size of the Company’s Board of Directors has been increased to eleven members. Mr. Cannizzaro has also been appointed to serve on the Audit Committee of the Board and the Nominating and Corporate Governance Committee of the Board. Mr. Cannizzaro is an independent director under the corporate governance requirements of the Listing Rules of the NASDAQ Stock Market.

Mr. Cannizzaro will receive cash compensation and will be granted restricted stock for his services on the Board of Directors and any applicable committees, in accordance with the Company’s standard fee arrangements and as approved by the Compensation Committee.

A copy of the press release announcing Mr. Cannizzaro’s election is attached hereto as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure.**

On October 6, 2022, the Company issued a press release regarding Mr. Cannizzaro’s election to the Company’s Board of Directors. The full text of the Company’s press release is attached hereto as Exhibit 99.1.

The information furnished with this Item 7.01, 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	<a href="#">October 6, 2022 Press Release by Ross Stores, Inc.</a>
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: October 6, 2022

**ROSS STORES, INC.**  
Registrant

By: /s/Ken Jew  
Ken Jew  
Group Senior Vice President, General Counsel  
and  
Corporate Secretary



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**FOR IMMEDIATE RELEASE****Contact:**

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**EDWARD G. CANNIZZARO JOINS  
ROSS STORES BOARD OF DIRECTORS**

**Dublin, California, October 6, 2022** -- Ross Stores, Inc. (NASDAQ: ROST) announced today that Edward G. Cannizzaro has been elected to its Board of Directors, effective October 14, 2022.

Mr. Cannizzaro spent over 35 years at KPMG, a global professional services firm providing audit, tax, and advisory services, where he held various leadership, auditing, and consulting roles. Mr. Cannizzaro served as the Global Head of Quality, Risk, and Regulatory for KPMG International where he had global responsibility for quality controls, risk management, and ethics and compliance monitoring programs from 2018 to 2022, and served as Risk Management Partner for KPMG LLP in the U.S. from 2016 to 2018. Starting in 1994, he served in a Partner role with increasing levels of responsibility across client service, operations and risk management, and regulatory roles at KPMG. He holds a Bachelor of Science in Business Administration and Accounting from San Diego State University and is a Certified Public Accountant. Mr. Cannizzaro is a member of the Latino Corporate Directors Association.

In commenting on this news, George Orban, Chairman of Ross Stores, stated, "We are pleased to welcome Edward G. Cannizzaro to our Board of Directors. We are confident that his deep financial and compliance expertise garnered in providing over three decades of accounting, financial reporting, and advisory services will be valuable to our Company and shareholders."

Ross Stores, Inc. is an S&P 500, Fortune 500, and Nasdaq 100 (ROST) company headquartered in Dublin, California, with fiscal 2021 revenues of \$18.9 billion. As of July 30, 2022, the Company operates Ross Dress for Less® (“Ross”), the largest off-price apparel and home fashion chain in the United States with 1,669 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 311 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](http://www.rossstores.com).

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