

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 10, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Mr. Michael J. Hartshorn has been elected as a member of the Board of Directors of Ross Stores, Inc. (the "Company"), effective March 10, 2021, with an initial term expiring at the Company's 2021 Annual Meeting of Stockholders. Mr. Hartshorn continues to serve as Group President, Chief Operating Officer of the Company, and will not receive any additional compensation for his service on the Board of Directors. He will not be named to any committees.

On March 16, 2021, the Company issued a press release regarding the election of Mr. Hartshorn and announcing other changes on the Board of Directors. The full text of the Company's press release is attached hereto as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On March 16, 2021, the Company issued a press release to announce changes in the composition and future leadership of the Company's Board of Directors, including Mr. Hartshorn's election as a director. 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	March 16, 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: March 16, 2021

ROSS STORES, INC.
Registrant

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



FOR IMMEDIATE RELEASE**Contact:**

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ROSS STORES ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS

Dublin, California, March 16, 2021 -- Ross Stores, Inc. (NASDAQ: ROST) announced today the following changes to the composition and leadership of its Board of Directors:

- The Board expects to name George Orban as Chairman of the Board and Barbara Rentler, Chief Executive Officer, as Vice Chair. These Board leadership changes will become effective following the Company's Annual Stockholders Meeting on May 19, 2021.
- Michael Hartshorn, Group President and Chief Operating Officer, has been elected to the Board effective March 10, 2021.
- Our current Chairman Michael Balmuth, and Chairman Emeritus Norman Ferber, will not be standing for re-election as directors at the upcoming Annual Meeting. Both Mr. Balmuth and Mr. Ferber will have ongoing, active roles as senior advisors to the Company.

In commenting on this news, Michael Balmuth, Chairman of Ross Stores, said, "Norman Ferber and our entire Board of Directors join me in congratulating George Orban and Barbara Rentler on their pending new Board leadership roles. We believe that their combined decades of in-depth business knowledge and experience at Ross are invaluable resources that will benefit our stockholders as they lead the Board and the Company."

Mr. Balmuth continued, "We are also pleased to welcome Michael Hartshorn to our Board. Michael is a very talented executive with over 30 years of proven retail leadership experience, including more than two decades at Ross. He brings valuable strategic insights as well as his broadbased knowledge and operational and financial expertise."

Mr. Balmuth concluded, "While Norman Ferber and I will no longer be serving as Board members after our current terms end in May, we remain passionate about Ross and enthusiastic about its future business opportunities. We look forward to staying actively involved in providing our counsel to the Board and the senior management team in our ongoing senior advisor positions."

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 1,589 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 277 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.