

ROSS STORES INC  
Form 8-K  
May 24, 2013

**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):  
**May 22, 2013**

**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.)

**4440 Rosewood Drive, Pleasanton, California, 94588-3050**  
(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 5.07 Submission of Matters to a Vote of Security Holders.**

Ross Stores, Inc. (the Company) held its Annual Meeting of Stockholders (the Meeting) on May 22, 2013 in Pleasanton, California. The Company's stockholders considered and voted upon the following four proposals at the Meeting:

**Proposal 1 - Election of Directors**

The holders of the Company's common stock elected three Class II and three Class III nominees to serve as directors for a term of one year, expiring at the time of the Annual Meeting of Stockholders in 2014:

| <b>Name</b>         | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------------|-------------|----------------|----------------|-------------------------|
| Michael Balmuth     | 175,145,831 | 3,452,015      | 223,742        | 14,153,199              |
| K. Gunnar Bjorklund | 176,058,038 | 2,405,297      | 358,253        | 14,153,199              |
| Sharon D. Garrett   | 174,632,844 | 3,965,884      | 222,860        | 14,153,199              |
| Michael J. Bush     | 174,542,947 | 4,052,154      | 226,487        | 14,153,199              |
| Norman A. Ferber    | 161,389,215 | 17,056,503     | 375,870        | 14,153,199              |
| Gregory L. Quesnel  | 176,322,361 | 2,146,359      | 352,868        | 14,153,199              |

**Proposal 2 - Approval of Certain Provisions of the Company's 2008 Equity Incentive Plan**

The holders of the Company's common stock voted to approve certain provisions of the Company's 2008 Equity Incentive Plan:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 174,544,715 | 3,948,890      | 327,983        | 14,153,199              |

**Proposal 3 - Advisory Vote to Approve the Resolution on the Compensation of the Named Executive Officers**

The holders of the Company's common stock voted in an advisory vote to approve the resolution regarding the compensation of the named executive officers:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 174,906,649 | 3,096,091      | 818,848        | 14,153,199              |

**Proposal 4 - Ratification of the Appointment of Deloitte & Touche LLP as Independent Certified Public Accounting Firm for the Fiscal Year Ending February 1, 2014**

The holders of the Company's common stock voted to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending February 1, 2014:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 190,722,830 | 2,014,466      | 237,491        |

**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: May 24, 2013

**ROSS STORES, INC.**  
Registrant

By: */s/J. Call*  
John G. Call  
Group Senior Vice President, Chief Financial Officer  
and Principal Accounting Officer

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