

**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 17, 2023**

**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:

Title of each class  
**Common stock, par value \$.01**

Trading symbol  
**ROST**

Name of each exchange on which registered  
**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 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Stockholders on May 17, 2023, by virtual meeting. The Company's stockholders considered and voted upon four matters at the meeting, with final voting results as follows:

**Proposal 1 - Election of Directors**

The holders of the Company's common stock elected 11 nominees to serve as directors for a term of one year, expiring at the time of the Annual Meeting of Stockholders in 2024:

<b>Name</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
K. Gunnar Bjorklund	278,173,205	13,731,083	109,455	19,577,557
Michael J. Bush	276,975,567	14,939,373	98,803	19,577,557
Edward G. Cannizzaro	290,877,363	1,035,810	100,570	19,577,557
Sharon D. Garrett	280,797,488	11,120,804	95,451	19,577,557
Michael J. Hartshorn	284,425,646	7,488,024	100,073	19,577,557
Stephen D. Milligan	287,118,634	4,781,571	113,538	19,577,557
Patricia H. Mueller	286,584,623	5,325,065	104,055	19,577,557
George P. Orban	276,905,304	15,004,783	103,656	19,577,557
Larree M. Renda	287,727,543	4,187,119	99,081	19,577,557
Barbara Rentler	288,331,135	3,593,233	89,375	19,577,557
Doniel N. Sutton	284,617,820	7,277,412	118,511	19,577,557

**Proposal 2 - Advisory Vote to Approve the Resolution on Executive Compensation**

In an advisory vote, the holders of the Company's common stock voted to approve the resolution regarding executive compensation:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
272,110,522	19,653,685	249,536	19,577,557

**Proposal 3 - Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation**

In an advisory vote, the holders of the Company's common stock voted for a frequency of every 1 year for future advisory votes on executive compensation:

<b>Every 1 Year</b>	<b>Every 2 Years</b>	<b>Every 3 Years</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
288,681,046	67,758	3,009,347	255,592	19,577,557

**Proposal 4 - Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending February 3, 2024**

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 3, 2024:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
302,825,119	8,684,257	81,924

**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 23, 2023

**ROSS STORES, INC.**

Registrant

By: /s/ Ken Jew

Ken Jew

Group Senior Vice President, General Counsel and  
Corporate Secretary