

ROSS STORES INC  
Form 8-K  
January 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):

**January 23, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On January 23, 2013 and effective that same day, Mr. Lawrence S. Peiros was elected as a member of the Board of Directors of Ross Stores, Inc. (the Company ), to fill the vacant seat in Class I, with an initial term expiring at the Company's 2014 Annual Stockholders Meeting. Mr. Peiros is an independent director under the corporate governance requirements of the Listing Rules of the Nasdaq Stock Market.

Mr. Peiros 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. Peiros' election is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit

No. Description

99.1 January 24, 2013 Press Release by Ross Stores, Inc.

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**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: January 24, 2013

**ROSS STORES, INC.**  
Registrant

By:                   /s/J. Call  
                          John G. Call  
                          Group Senior Vice President, Chief Financial Officer and  
                          Corporate Secretary

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**Exhibit Index**

Exhibit

No. Description

99.1 January 24, 2013 Press Release by Ross Stores, Inc.

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