

ROSS STORES INC  
Form 8-K  
May 29, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 23, 2018

ROSS STORES, INC.  
(Exact name of registrant as specified in its charter)

|  |                       |                                      |
|--|-----------------------|--------------------------------------|
| Delaware                                       | 0-14678               | 94-1390387                           |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (I.R.S. Employer Identification No.) |

5130 Hacienda Drive, Dublin, California 94568-7579  
(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.

The Company held its Annual Meeting of Stockholders on May 23, 2018 in Palo Alto, California. The Company's stockholders considered and voted upon the following three matters at the meeting:

Proposal 1 - Election of Directors

The holders of the Company's common stock elected eleven nominees to serve as directors for a term of one year, expiring at the time of the Annual Meeting of Stockholders in 2019:

| Name                | For         | Against    | Abstain | Broker Non-Votes |
|---------------------|-------------|------------|---------|------------------|
| Michael Balmuth     | 304,072,671 | 11,630,784 | 373,323 | 23,670,363       |
| K. Gunnar Bjorklund | 285,249,598 | 30,666,659 | 160,521 | 23,670,363       |
| Michael J. Bush     | 292,535,699 | 23,377,285 | 163,794 | 23,670,363       |
| Norman A. Ferber    | 273,322,443 | 42,597,240 | 157,095 | 23,670,363       |
| Sharon D. Garrett   | 293,300,519 | 22,629,539 | 146,720 | 23,670,363       |
| Stephen D. Milligan | 311,395,395 | 4,323,202  | 358,181 | 23,670,363       |
| George P. Orban     | 290,653,061 | 25,260,250 | 163,467 | 23,670,363       |
| Michael O'Sullivan  | 300,632,067 | 15,294,270 | 150,441 | 23,670,363       |
| Lawrence S. Peiros  | 311,411,509 | 4,317,439  | 347,830 | 23,670,363       |
| Gregory L. Quesnel  | 311,078,600 | 4,650,508  | 347,670 | 23,670,363       |
| Barbara Rentler     | 306,106,594 | 9,834,290  | 135,894 | 23,670,363       |

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:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 297,581,092 | 18,167,429 | 328,257 | 23,670,363       |

Proposal 3 - Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending February 2, 2019

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 2, 2019:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 334,421,608 | 4,855,040 | 470,493 |



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 29, 2018

ROSS STORES, INC.

Registrant

By: /s/Ken Jew

Ken Jew

Senior Vice President, General Counsel and Assistant Corporate Secretary