

ROSS STORES INC
Form DEFA14A
April 18, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ROSS STORES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1 Title of each class of securities to which transaction applies:

2 Aggregate number of securities to which transaction applies:

3 Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4 Proposed maximum aggregate value of transaction:

5 Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for

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ROSS STORES, INC.

SUPPLEMENT DATED APRIL 18, 2019, TO
PROXY STATEMENT DATED APRIL 9, 2019

This Supplement contains important information about recent developments and should be read in conjunction with the Proxy Statement dated April 9, 2019.

To Our Stockholders:

This Supplement provides updated information with respect to the 2019 Ross Stores, Inc. Annual Meeting of Stockholders (the "Annual Meeting"), which will be held on Wednesday, May 22, 2019 at 1:00 p.m. PDT, at the Garden Court Hotel, 520 Cowper Street, Palo Alto, CA 94301.

On April 9, 2019, we commenced the mailing of our Notice of Annual Meeting and Proxy Statement ("Proxy Statement") for the Annual Meeting, and we filed the Proxy Statement on Schedule 14A with the U.S. Securities and Exchange Commission. The information about recent developments provided in this Supplement replaces and supersedes any inconsistent information set forth in the Proxy Statement.

PROPOSAL 1: ELECTION OF DIRECTORS

On April 9, 2019, after the filing of the Proxy Statement, Michael O'Sullivan gave us notice that he was resigning from his position as President and Chief Operating Officer and from membership on our Board of Directors ("Board") effective immediately, and was also withdrawing from nomination for re-election to the Board at the Annual Meeting. As a result, Mr. O'Sullivan's name has been withdrawn from nomination for re-election to the Board.

The Board has determined that no other nominee for election at the Annual Meeting will be named in place of Mr. O'Sullivan, and the Board reduced the size of the Board to nine directors. This change does not affect the Board's nomination of the remaining candidates for election as directors at the Annual Meeting.

The Board unanimously recommends that the stockholders vote "FOR" the election of each of the nine director nominees.

VOTING MATTERS

Other than Mr. O'Sullivan, the nominees for election to the Board named in the Proxy Statement will stand for election at the Annual Meeting. Notwithstanding Mr. O'Sullivan's withdrawal, the proxy card and voting instruction forms distributed or presented online with the Proxy Statement remain valid, and the Company will not distribute new voting instructions or proxy cards.

None of the other agenda items presented in the Proxy Statement are affected by this Supplement, and shares represented by proxy cards or voting instruction forms returned before the Annual Meeting will be voted with respect to all other matters properly brought before the Annual Meeting as instructed on the proxy card or voting instruction form.

If you have already submitted your voting instructions or proxy card, you do not need to take any action unless you wish to change or revoke your vote.

If you have not yet submitted your voting instructions or your proxy, please submit voting instructions as soon as possible, disregarding Mr. O'Sullivan's name as a nominee for election as a director. Information on how to vote your shares, or change or revoke your prior vote or voting instructions, is available in the Proxy Statement. The proxy holders identified on the proxy will vote your shares as indicated on the proxy, except that votes will not be cast for Mr. O'Sullivan. If you submit your proxy without instructions as to how it is to be voted, the proxy holders identified on the proxy will vote your shares in accordance with the Board's recommendations on each proposal, and votes will no longer be cast for Mr. O'Sullivan.