

ROSS STORES INC  
Form 10-Q  
December 08, 2010

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

## FORM 10-Q

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended October 30, 2010

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-14678

### Ross Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	94-1390387 (I.R.S. Employer Identification No.)
4440 Rosewood Drive, Pleasanton, California (Address of principal executive offices)	94588-3050 (Zip Code)
Registrant's telephone number, including area code	(925) 965-4400
Former name, former address and former fiscal year, if changed since last report.	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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The number of shares of Common Stock, with \$.01 par value, outstanding on November 18, 2010 was 19,084,540.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Statements of Earnings

(\$000, except stores and per share data, unaudited)	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Sales	\$ 1,874,320	\$ 1,744,139	\$ 5,720,858	\$ 5,204,374
<b>Costs and Expenses</b>				
Costs of goods sold	1,365,513	1,284,852	4,167,380	3,864,697
Selling, general and administrative	312,277	286,511	910,151	844,699
Interest expense, net	2,232	1,943	7,056	4,989
Total costs and expenses	1,680,022	1,573,306	5,084,587	4,714,385
Earnings before taxes	194,298	170,833	636,271	489,989
Provision for taxes on earnings	72,920	65,753	243,270	190,115
Net earnings	\$ 121,378	\$ 105,080	\$ 393,001	\$ 299,874
<b>Earnings per share</b>				
Basic	\$ 1.04	\$ 0.86	\$ 3.32	\$ 2.43
Diluted	\$ 1.02	\$ 0.84	\$ 3.26	\$ 2.39
<b>Weighted average shares outstanding (000)</b>				
Basic	117,039	122,377	118,494	123,512
Diluted	119,018	124,648	120,522	125,592
<b>Dividends</b>				
Cash dividends declared per share	\$ 0.16	\$ 0.11	\$ 0.32	\$ 0.22
Stores open at end of period	1,057	1,008	1,057	1,008

See notes to condensed consolidated financial statements.

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Condensed Consolidated Balance Sheets

(\$000, unaudited)	October 30, 2010	January 30, 2010	October 31, 2009
<b>Assets</b>			
<b>Current Assets</b>			
Cash and cash equivalents	\$ 732,798	\$ 768,343	\$ 576,162
Short-term investments	1,798	1,754	979
Accounts receivable	53,930	44,234	47,496
Merchandise inventory	1,048,130	872,498	1,014,638
Prepaid expenses and other	66,762	58,618	63,048
Deferred income taxes	1,426	-	11,737
Total current assets	1,904,844	1,745,447	1,714,060
<b>Property and Equipment</b>			
Land and buildings	241,107	239,688	238,902
Fixtures and equipment	1,245,272	1,189,538	1,168,437
Leasehold improvements	574,200	536,979	528,067
Construction-in-progress	43,836	21,812	19,141
	2,104,415	1,988,017	1,954,547
Less accumulated depreciation and amortization	1,138,224	1,045,018	1,008,813
Property and equipment, net	966,191	942,999	945,734
Long-term investments	16,998	16,848	18,974
Other long-term assets	74,556	63,339	62,702
Total assets	\$ 2,962,589	\$ 2,768,633	\$ 2,741,470
<b>Liabilities and Stockholders' Equity</b>			
<b>Current Liabilities</b>			
Accounts payable	\$ 767,741	\$ 658,299	\$ 767,771
Accrued expenses and other	262,017	259,582	235,605
Accrued payroll and benefits	213,103	218,234	193,221
Income taxes payable	4,769	51,505	11,275
Deferred income taxes	-	2,894	-
Total current liabilities	1,247,630	1,190,514	1,207,872
Long-term debt	150,000	150,000	150,000
Other long-term liabilities	187,772	174,543	171,666
Deferred income taxes	92,176	96,283	104,739
<b>Commitments and contingencies</b>			
<b>Stockholders' Equity</b>			
Common stock	1,192	1,229	1,240
Additional paid-in capital	727,840	681,908	676,935
Treasury stock	(45,995)	(36,864)	(36,248)
Accumulated other comprehensive income	699	170	187
Retained earnings	601,275	510,850	465,079
Total stockholders' equity	1,285,011	1,157,293	1,107,193
Total liabilities and stockholders' equity	\$ 2,962,589	\$ 2,768,633	\$ 2,741,470

See notes to condensed consolidated financial statements.



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Condensed Consolidated Statements of Cash Flows

(\$000, unaudited)	Nine Months Ended	
	October 30, 2010	October 31, 2009
<b>Cash Flows From Operating Activities</b>		
Net earnings	\$ 393,001	\$ 299,874
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	120,123	115,188
Stock-based compensation	27,523	19,232
Deferred income taxes	(8,427)	9,838
Tax benefit from equity issuance	11,747	7,773
Excess tax benefit from stock-based compensation	(11,466)	(6,184)
Change in assets and liabilities:		
Merchandise inventory	(175,632)	(133,580)
Other current assets	(17,840)	(14,133)
Accounts payable	129,111	245,034
Other current liabilities	(43,368)	36,564
Other long-term, net	1,989	4,276
Net cash provided by operating activities	426,761	583,882
<b>Cash Flows From Investing Activities</b>		
Additions to property and equipment	(149,659)	(124,175)
Proceeds from sales of property and equipment	-	10
Purchases of investments	(6,842)	(2,904)
Proceeds from investments	7,461	23,223
Net cash used in investing activities	(149,040)	(103,846)
<b>Cash Flows From Financing Activities</b>		
Excess tax benefit from stock-based compensation	11,466	6,184
Issuance of common stock related to stock plans	29,989	45,392
Treasury stock purchased	(9,131)	(5,428)
Repurchase of common stock	(287,275)	(229,817)
Dividends paid	(58,315)	(41,560)
Net cash used in financing activities	(313,266)	(225,229)
Net (decrease) increase in cash and cash equivalents	(35,545)	254,807
Cash and cash equivalents:		
Beginning of period	768,343	321,355
End of period	\$ 732,798	\$ 576,162
<b>Supplemental Cash Flow Disclosures</b>		
Interest paid	\$ 4,834	\$ 4,834
Income taxes paid	\$ 282,417	\$ 166,382
<b>Non-Cash Investing Activities</b>		
Increase in fair value of investment securities	\$ 814	\$ 1,462

See notes to condensed consolidated financial statements.

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## Notes to Condensed Consolidated Financial Statements

Three and Nine Months Ended October 30, 2010 and October 31, 2009  
(Unaudited)

### Note A: Summary of Significant Accounting Policies

**Basis of Presentation.** The accompanying unaudited interim condensed consolidated financial statements have been prepared from the records of Ross Stores, Inc. and subsidiaries (the "Company") without audit and, in the opinion of management, include all adjustments (consisting of only normal, recurring adjustments) necessary to present fairly the Company's financial position as of October 30, 2010 and October 31, 2009, the results of operations for the three and nine month periods ended October 30, 2010 and October 31, 2009, and cash flows for the nine month periods ended October 30, 2010 and October 31, 2009. The Condensed Consolidated Balance Sheet as of January 30, 2010, presented herein, has been derived from the Company's audited consolidated financial statements for the fiscal year then ended.

Accounting policies followed by the Company are described in Note A to the audited consolidated financial statements for the fiscal year ended January 30, 2010. Certain information and disclosures normally included in the notes to annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted for purposes of these interim condensed consolidated financial statements. The interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including notes thereto, contained in the Company's Annual Report on Form 10-K for the year ended January 30, 2010.

The results of operations for the three and nine month periods ended October 30, 2010 and October 31, 2009 presented herein are not necessarily indicative of the results to be expected for the full fiscal year.

**Total comprehensive income.** The components of total comprehensive income for the three and nine month periods ended October 30, 2010 and October 31, 2009 are as follows (in \$000):

	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net income	\$ 121,378	\$ 105,080	\$ 393,001	\$ 299,874
Change in unrealized gain on investments, net of taxes	137	375	529	950
Total comprehensive income	\$ 121,515	\$ 105,455	\$ 393,530	\$ 300,824

**Estimated fair value of financial instruments.** The carrying value of cash and cash equivalents, short and long-term investments, accounts receivable, other long-term assets, accounts payable, and other long-term liabilities approximates their estimated fair value.

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Sales Mix. The Company's sales mix is shown below for the three and nine month periods ended October 30, 2010 and October 31, 2009:

	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Ladies	30%	30%	31%	32%
Home accents and bed and bath	25%	23%	24%	23%
Shoes	12%	12%	12%	12%
Men's	12%	12%	12%	12%
Accessories, lingerie, fine jewelry, and fragrances	12%	13%	12%	12%
Children's	9%	10%	9%	9%
Total	100%	100%	100%	100%

Dividends. Dividends included in the Condensed Consolidated Statements of Cash Flows reflect dividends paid during the periods shown. Dividends per share shown on the Condensed Consolidated Statements of Earnings reflect dividends declared during the periods shown. In January, May, and August 2010 the Company's Board of Directors declared a quarterly cash dividend of \$.16 per common share that was paid in March, June, and September 2010, respectively. In January, May, August, and November 2009, the Company's Board of Directors declared a quarterly cash dividend of \$.11 per common share that was paid in March, June, September, and December 2009, respectively.

In November 2010, the Company's Board of Directors declared a cash dividend of \$.16 per common share, payable on December 31, 2010.

Provision for litigation costs and other legal proceedings. Like many California retailers, the Company has been named in class action lawsuits regarding wage and hour claims. Class action litigation involving allegations that hourly associates have missed meal and/or rest break periods, as well as allegations of unpaid overtime wages to store managers and assistant store managers at Company stores under state law, remains pending as of October 30, 2010.

The Company is also party to various other legal proceedings arising in the normal course of business. Actions filed against the Company include commercial, product, customer, intellectual property, and labor and employment-related claims, including lawsuits in which plaintiffs allege that the Company violated state or federal laws. Actions against the Company are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties.

In the opinion of management, the resolution of pending class action litigation and other currently pending legal proceedings is not expected to have a material adverse effect on the Company's financial condition, results of operations, or cash flows.



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Note B: Investments

The amortized cost and fair value of the Company's available-for-sale securities as of October 30, 2010 were:

(\$000)	Amortized cost	Unrealized gains	Unrealized losses	Fair value	Short-term	Long-term
Corporate securities	\$ 7,961	\$ 796	\$ (47)	\$ 8,710	\$ 801	\$ 7,909
U.S. Government and agency securities	8,473	249	(4)	8,718	352	8,366
Mortgage-backed securities	1,287	81	-	1,368	645	723
Total	\$ 17,721	\$ 1,126	\$ (51)	\$ 18,796	\$ 1,798	\$ 16,998

The amortized cost and fair value of the Company's available-for-sale securities as of January 30, 2010 were:

(\$000)	Amortized cost	Unrealized gains	Unrealized losses	Fair value	Short-term	Long-term
Auction-rate securities	\$ 1,050	\$ -	\$ (158)	\$ 892	\$ -	\$ 892
Corporate securities	9,704	567	(67)	10,204	1,073	9,131
U.S. Government and agency securities	5,247	30	(187)	5,090	-	5,090
Mortgage-backed securities	2,340	79	(3)	2,416	681	1,735
Total	\$ 18,341	\$ 676	\$ (415)	\$ 18,602	\$ 1,754	\$ 16,848

The amortized cost and fair value of the Company's available-for-sale securities as of October 31, 2009 were:

(\$000)	Amortized cost	Unrealized gains	Unrealized losses	Fair value	Short-term	Long-term
Auction-rate securities	\$ 1,050	\$ -	\$ -	\$ 1,050	\$ -	\$ 1,050
Asset-backed securities	192	1	-	193	193	-
Corporate securities	9,700	490	(82)	10,108	353	9,755
U.S. Government and agency securities	5,252	33	(151)	5,134	-	5,134
Mortgage-backed securities	3,473	234	(239)	3,468	433	3,035
Total	\$ 19,667	\$ 758	\$ (472)	\$ 19,953	\$ 979	\$ 18,974

Accounting standards pertaining to fair value measurements establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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This fair value hierarchy also requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Corporate, U.S. Government and agency, and mortgage-backed securities are classified within Level 1 or Level 2 because these securities are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

Assets measured at fair value on a recurring basis as of October 30, 2010 are summarized below:

	October 30, 2010	Fair Value Measurements at Reporting Date		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(\$000)				
Corporate securities	\$ 8,710	\$ -	\$ 8,710	\$ -
U.S. Government and agency securities	8,718	8,718	-	-
Mortgage-backed securities	1,368	-	1,368	-
Total assets measured at fair value	\$ 18,796	\$ 8,718	\$ 10,078	\$ -

Assets measured at fair value on a recurring basis at January 30, 2010 are summarized below:

	January 30, 2010	Fair Value Measurements at Reporting Date		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(\$000)				
Auction-rate securities	\$ 892	\$ -	\$ -	\$ 892
Corporate securities	10,204	-	10,204	-
U.S. Government and agency securities	5,090	5,090	-	-
Mortgage-backed securities	2,416	-	2,416	-
Total assets measured at fair value	\$ 18,602	\$ 5,090	\$ 12,620	\$ 892

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Assets measured at fair value on a recurring basis at October 31, 2009 are summarized below:

	October 31, 2009	Fair Value Measurements at Reporting Date		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(\$000)				
Auction-rate securities	\$ 1,050	\$ -	\$ -	\$ 1,050
Asset-backed securities	193	-	193	-
Corporate securities	10,108	-	10,108	-
U.S. Government and agency securities	5,134	5,134	-	-
Mortgage-backed securities	3,468	-	3,468	-
Total assets measured at fair value	\$ 19,953	\$ 5,134	\$ 13,769	\$ 1,050

The maturities of investment securities at October 30, 2010 were:

(\$000)	Cost Basis	Estimated Fair Value
Maturing in one year or less	\$ 1,745	\$ 1,798
Maturing after one year through five years	9,028	9,458
Maturing after five years through ten years	6,948	7,540
	\$ 17,721	\$ 18,796

The underlying assets in the Company's non-qualified deferred compensation program totaling \$62.2 million as of October 30, 2010 (included in Other long-term assets and in Other long-term liabilities) primarily consist of participant directed money market, stable value, stock, and bond funds. The fair value measurement for funds with quoted market prices in active markets (Level 1) totaled \$53.3 million as of October 30, 2010. The fair value measurement for funds without quoted market prices in active markets (Level 2) totaled \$8.9 million as of October 30, 2010. Fair market value for these Level 2 funds is considered to be the sum of participant funds invested under a group annuity contract plus accrued interest.

Note C: Stock-Based Compensation

Restricted stock. The Company grants restricted shares to directors, officers and key employees. The market value of restricted shares at the date of grant is amortized to expense ratably over the vesting period of generally three to five years. The unamortized compensation expense at October 30, 2010, January 30, 2010, and October 31, 2009 was \$63.6 million, \$56.1 million, and \$43.4 million, respectively, which is expected to be recognized over a remaining weighted-average period of 2.3 years.

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For the nine month period ended October 30, 2010, shares purchased by the Company for tax withholding totaled approximately 168,000 and are considered treasury shares which are available for reissuance. As of October 30, 2010, shares subject to repurchase related to unvested restricted stock totaled 2.9 million.

(000, except per share data)	Number of shares	Weighted average grant date fair value
Unvested at January 30, 2010	2,568	\$ 33.83
Awarded	784	43.81
Released	(438)	29.77
Forfeited	(48)	38.15
Unvested at October 30, 2010	2,866	\$ 36.75

Performance shares. The Company has a performance share award program for senior executives. A performance share award represents a right to receive shares of common stock on a specified settlement date based on the Company's attainment of a profitability-based performance goal during a performance period. If attained, the common stock then granted vests over a specified remaining service period, generally two years. For the nine month periods ended October 30, 2010 and October 31, 2009, the Company recognized approximately \$4.4 million and \$3.2 million, respectively, of expense related to performance share awards.

Employee stock purchase plan. Under the Employee Stock Purchase Plan ("ESPP"), eligible full-time employees participating in the annual offering period can choose to have up to the lesser of 10% or \$21,250 of their annual base earnings withheld to purchase the Company's common stock. The purchase price of the stock is 85% of the closing market price on the date of purchase. In addition, purchases occur on a quarterly basis (on the last trading day of each calendar quarter). The Company recognizes expense for ESPP purchase rights equal to the value of the 15% discount given on the purchase date.

Stock option activity. The following table summarizes stock option activity for the nine month period ended October 30, 2010:

(000, except per share data)	Number of shares	Weighted average exercise price	Weighted average remaining contractual term	Aggregate intrinsic value
Outstanding at January 30, 2010	2,773	\$ 25.53		
Granted	-	-		
Exercised	(978)	25.30		
Forfeited	(6)	21.18		
Outstanding at October 30, 2010	1,789	\$ 25.66	3.79	\$ 59,631
Vested and Expected to Vest at October 30, 2010	1,787	\$ 25.65	3.78	\$ 59,567
Exercisable at October 30, 2010	1,685	\$ 25.12	3.63	\$ 57,052

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The following table summarizes information about the weighted average remaining contractual life (in years) and the weighted average exercise prices for stock options both outstanding and exercisable as of October 30, 2010 (number of shares in thousands):

Exercise price range	Options outstanding			Options exercisable	
	Number of shares	Remaining life	Exercise price	Number of shares	Exercise price
\$ 9.88 to \$ 20.90	394	1.62	\$17.17	394	\$17.17
20.90 to 27.02	363	3.36	24.52	363	24.52
27.04 to 28.53	374	4.85	27.79	374	27.79
28.55 to 29.42	452	4.13	28.93	452	28.93
29.60 to 34.37	206	6.01	32.87	102	31.33
\$ 9.88 to \$ 34.37	1,789	3.79	\$25.66	1,685	\$25.12

Stock-based compensation. For the three and nine month periods ended October 30, 2010 and October 31, 2009, the Company recognized stock-based compensation expense as follows:

(\$000)	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Restricted stock and performance awards	\$ 8,633	\$ 5,574	\$ 25,608	\$ 16,876
ESPP and stock options	637	642	1,915	2,356
Total	\$ 9,270	\$ 6,216	\$ 27,523	\$ 19,232

Total stock-based compensation recognized in the Company's Condensed Consolidated Statements of Earnings for the three and nine month periods ended October 30, 2010 and October 31, 2009 is classified as follows:

Statements of Earnings Classification (\$000)	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Cost of goods sold	\$ 3,882	\$ 2,884	\$ 12,100	\$ 8,733
Selling, general and administrative	5,388	3,332	15,423	10,499
Total	\$ 9,270	\$ 6,216	\$ 27,523	\$ 19,232

### Note D: Earnings Per Share

Basic Earnings Per Share ("EPS") is computed by dividing net earnings by the weighted average number of common shares outstanding for the period. Diluted EPS is computed by dividing net earnings by the sum of the weighted average number of common shares and dilutive common stock equivalents outstanding during the period. Diluted EPS reflects the total potential dilution that could occur from outstanding equity plan awards, including unexercised stock options and unvested shares of both performance and non-performance based awards of restricted stock.

For the three and nine month periods ended October 30, 2010, approximately 2,900 and 1,500 weighted average shares were excluded from the calculation of diluted EPS because their effect would have been anti-dilutive in the periods presented. For the three month period ended October 31, 2009, no weighted average shares were excluded from the calculation of diluted EPS as there were no potentially anti-dilutive shares for the period. For the nine month period ended October 31, 2009, approximately 4,800 weighted average shares were excluded from the calculation of

diluted EPS because their effect would have been anti-dilutive.

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The following is a reconciliation of the number of shares (denominator) used in the basic and diluted EPS computations:

	Three Months Ended			Nine Months Ended		
	Basic EPS	Effect of Dilutive Common Stock Equivalents	Diluted EPS	Basic EPS	Effect of Dilutive Common Stock Equivalents	Diluted EPS
<b>October 30, 2010</b>						
Shares	117,039	1,979	119,018	118,494	2,028	120,522
Amount	\$ 1.04	\$ (0.02)	\$ 1.02	\$ 3.32	\$ (0.06)	\$ 3.26
<b>October 31, 2009</b>						
Shares	122,377	2,271	124,648	123,512	2,080	125,592
Amount	\$ 0.86	\$ (0.02)	\$ 0.84	\$ 2.43	\$ (0.04)	\$ 2.39

### Note E: Debt

The Company has a \$600 million unsecured revolving credit facility with an expiration date of July 2011 and interest pricing at LIBOR plus 45 basis points. The credit facility contains a \$300 million sublimit for issuance of standby letters of credit, of which \$230.4 million was available at October 30, 2010. The Company had no borrowings outstanding under this facility as of October 30, 2010, January 30, 2010, or October 31, 2009.

The Company has two series of unsecured senior notes with various institutional investors for \$150 million. The Series A notes, totaling \$85 million are due in December 2018 and bear interest at a rate of 6.38%. The Series B notes totaling \$65 million are due in December 2021 and bear interest at a rate of 6.53%. The fair value of these notes as of October 30, 2010 of approximately \$183 million is estimated by obtaining comparable market quotes. The senior notes are subject to prepayment penalties for early payment of principal.

Borrowings under the credit facilities and these notes are subject to certain covenants, including interest coverage and other financial ratios. As of October 30, 2010, the Company was in compliance with these covenants.

### Note F: Taxes on Earnings

As of October 30, 2010 and October 31, 2009, the reserves for unrecognized tax benefits (net of federal tax benefits) were \$38.1 million and \$29.6 million inclusive of \$11.3 million and \$7.6 million of related interest, respectively. The Company accounts for interest and penalties related to unrecognized tax benefits as a part of its provision for taxes on earnings. If recognized, \$31.3 million would impact the Company's effective tax rate. The difference between the total amount of unrecognized tax benefits and the amounts that would impact the effective tax rate relates to amounts attributable to deferred income tax assets and liabilities. These amounts are net of federal and state income taxes.

During the next twelve months, it is reasonably possible that the statute of limitations may lapse pertaining to positions taken by the Company in prior year tax returns. If this occurs, the total amount of unrecognized tax benefits may decrease, reducing the provision for taxes on earnings by up to \$1.5 million.

The Company is generally open to audit by the Internal Revenue Service under the statute of limitations for fiscal years 2007 through 2009. The Company's state income tax returns are generally open to audit under the various statutes of limitations for fiscal years 2005 through 2009. Certain state tax returns are currently under audit by state tax authorities. The Company does not expect the results of these audits to have a material impact on the consolidated financial statements.

Note G: Recently Issued Accounting Standards

In June 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification ("ASC") Topic 810 (originally issued as Statement of Financial Accounting Standards No. 167, "Amendments to FASB Interpretation No. 46(R)"). Among other items, ASC 810 responds to concerns about the application of certain key provisions of FIN 46(R), including those regarding the transparency of the involvement with variable interest entities. ASC 810 is effective for fiscal years beginning after November 15, 2009. The Company adopted the standard for the interim period ended May 1, 2010. Adoption of ASC 810 did not have a material impact on the Company's interim consolidated financial statements.



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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of  
Ross Stores, Inc.  
Pleasanton, California

We have reviewed the accompanying condensed consolidated balance sheets of Ross Stores, Inc. and subsidiaries (the "Company") as of October 30, 2010 and October 31, 2009, and the related condensed consolidated statements of earnings for the three-month and nine-month periods ended October 30, 2010 and October 31, 2009, and cash flows for the nine-month periods ended October 30, 2010 and October 31, 2009. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Ross Stores, Inc. and subsidiaries as of January 30, 2010, and the related consolidated statements of earnings, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 25, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of January 30, 2010, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/Deloitte & Touche LLP

San Francisco, California  
December 7, 2010

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### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section and other parts of this Form 10-Q contain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A (Risk Factors) below. The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for 2009. All information is based on our fiscal calendar.

#### Overview

We are the second largest off-price apparel and home goods retailer in the United States. As of October 30, 2010, we operated 990 Ross Dress for Less ("Ross") locations in 27 states and Guam, and 67 dd's DISCOUNTS stores in six states. Ross offers first-quality, in-season, name brand and designer apparel, accessories, footwear, and home fashions at everyday savings of 20 to 60 percent off department and specialty store regular prices. dd's DISCOUNTS features a more moderately-priced assortment of first-quality, in-season, name brand apparel, accessories, footwear and home fashions at everyday savings of 20 to 70 percent off moderate department and discount store regular prices.

#### Results of Operations

The following table summarizes the financial results for the three and nine month periods ended October 30, 2010 and October 31, 2009:

	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
<b>Sales</b>				
Sales (millions)	\$ 1,874	\$ 1,744	\$ 5,721	\$ 5,204
Sales growth	7.5%	12.1%	9.9%	9.5%
Comparable store sales growth	3%	8%	6%	5%
<b>Costs and expenses (as a percent of sales)</b>				
Cost of goods sold	72.9%	73.7%	72.9%	74.3%
Selling, general and administrative	16.6%	16.4%	15.9%	16.2%
Interest expense, net	0.1%	0.1%	0.1%	0.1%
<b>Earnings before taxes</b>	<b>10.4%</b>	<b>9.8%</b>	<b>11.1%</b>	<b>9.4%</b>
<b>Net earnings</b>	<b>6.5%</b>	<b>6.0%</b>	<b>6.9%</b>	<b>5.8%</b>

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Stores. Our expansion strategy is to open additional stores based on market penetration, local demographic characteristics, competition, expected store profitability, and the ability to leverage overhead expenses. We continually evaluate opportunistic real estate acquisitions and opportunities for potential new store locations. We also evaluate our current store locations and determine store closures based on similar criteria.

	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Stores at the beginning of the period	1,036	990	1,005	956
Stores opened in the period	22	18	56	56
Stores closed in the period	(1)	-	(4)	(4)
Stores at the end of the period	1,057	1,008	1,057	1,008

Sales. Sales for the three month period ended October 30, 2010 increased \$130.2 million, or 7%, compared to the three month period ended October 31, 2009, due to the opening of 49 net new stores between October 31, 2009 and October 30, 2010 and an increase in “comparable” store sales (defined as stores that have been open for more than 14 complete months) of 3% on top of an 8% gain last year. Sales for the nine month period ended October 30, 2010 increased \$516.5 million, or 10%, compared to the nine month period ended October 31, 2009, due to the opening of 49 net new stores between October 31, 2009 and October 30, 2010 and an increase in comparable store sales of 6% on top of a 5% gain in the prior year.

Our sales mix is shown below for the three and nine month periods ended October 30, 2010 and October 31, 2009:

	Three Months Ended		Nine Months Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Ladies	30%	30%	31%	32%
Home accents and bed and bath	25%	23%	24%	23%
Shoes	12%	12%	12%	12%
Men's	12%	12%	12%	12%
Accessories, lingerie, fine jewelry, and fragrances	12%	13%	12%	12%
Children's	9%	10%	9%	9%
Total	100%	100%	100%	100%

We intend to address the competitive climate for off-price apparel and home goods by pursuing and refining our existing strategies and by continuing to strengthen our organization, to diversify our merchandise mix, and to more fully develop our organization and systems to improve regional and local merchandise offerings. Although our strategies and store expansion program contributed to sales gains for the three and nine month periods ended October 30, 2010, we cannot be sure that they will result in a continuation of sales growth or in an increase in net earnings.

Cost of goods sold. For the three and nine month periods ended October 30, 2010, cost of goods sold increased \$80.7 million and \$302.7 million, respectively, as compared to the same periods in the prior year mainly due to increased sales from the opening of 49 net new stores between October 31, 2009 and October 30, 2010 and a 3% and 6% increase in comparable store sales for the same respective periods.

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Cost of goods sold as a percentage of sales for the three month period ended October 30, 2010 decreased approximately 80 basis points from the same period in the prior year. This improvement was driven primarily by an 85 basis point increase in merchandise gross margin. In addition, distribution expenses declined about 50 basis points due in part to the timing of recognition of acquisition, processing, and storage costs related to our packaway inventory balances. Occupancy expense benefited the quarter by about 15 basis points. These favorable comparisons were partially offset by a 60 basis point increase in buying and incentive costs and a 10 basis point increase in freight expense compared to the third quarter of 2009.

Cost of goods sold as a percentage of sales for the nine month period ended October 30, 2010 decreased approximately 140 basis points from the same period in the prior year. This improvement was driven primarily by a 100 basis point increase in merchandise gross margin, which included a 15 basis point benefit from lower shortage costs. In addition, occupancy expense leveraged by approximately 35 basis points, and distribution costs declined by about 45 basis points compared to the prior year period. These favorable trends were partially offset by a 15 basis point increase in freight costs and a 25 basis point increase in buying and incentive costs compared to the same period in 2009.

We cannot be sure that the gross profit margins realized for the three and nine month periods ended October 30, 2010 will continue in the future.

Selling, general and administrative expenses. For the three month and nine month periods ended October 30, 2010, selling, general and administrative expenses increased \$25.8 million and \$65.5 million, respectively, as compared to the same periods in the prior year, mainly due to increased store operating costs reflecting the opening of 49 net new stores between October 31, 2009 and October 30, 2010.

Selling, general and administrative expenses as a percentage of sales for the three month period ended October 30, 2010 increased by approximately 20 basis points over the same period in the prior year primarily due to higher incentive costs.

Selling, general and administrative expenses as a percentage of sales for the nine month period ended October 30, 2010 decreased by approximately 30 basis points over the same period in the prior year primarily due to leverage on both store and corporate expenses from gains in comparable store sales.

Interest expense, net. Net interest expense increased for the three and nine month periods ended October 30, 2010 by approximately \$0.3 million and \$2.1 million, respectively, as compared to the same periods in the prior year primarily due to lower capitalization of construction interest and lower investment yields.

Taxes on earnings. Our effective tax rate for the three and nine month periods ended October 30, 2010 was approximately 38%. Our effective tax rate for the three and nine month periods ended October 31, 2009 was approximately 39%. These rates represent the applicable combined federal and state statutory rates reduced by the federal benefit of state taxes deductible on federal returns. The effective rate is impacted by changes in law, location of new stores, level of earnings, and the resolution of tax positions with various taxing authorities. We anticipate that our effective tax rate for fiscal 2010 will be in the range of 38% to 39%.

Earnings per share. Diluted earnings per share for the three month period ended October 30, 2010 was \$1.02 compared to \$0.84 in the prior year period. The 21% increase in diluted earnings per share is attributable to a 16% increase in net earnings and a 5% reduction in weighted average diluted shares outstanding largely due to the repurchase of common stock under our stock repurchase program. Diluted earnings per share for the nine month period ended October 30, 2010 was \$3.26 compared to \$2.39 in the prior year period. The 36% increase in diluted earnings per share is attributable to a 31% increase in net earnings and a 4% reduction in weighted average diluted shares outstanding largely due to the repurchase of common stock under our stock repurchase program.

Financial Condition

Liquidity and Capital Resources

Our primary sources of funds for our business activities are cash flows from operations and short-term trade credit. Our primary ongoing cash requirements are for merchandise inventory purchases, payroll, taxes, capital expenditures in connection with opening new stores, and investments in distribution centers and information systems. We also use cash to repurchase stock under our stock repurchase program and to pay dividends.

(\$000)	Nine Months Ended	
	October 30, 2010	October 31, 2009
Cash flows provided by operating activities	\$ 426,761	\$ 583,882
Cash flows used in investing activities	(149,040)	(103,846)
Cash flows used in financing activities	(313,266)	(225,229)
Net (decrease) increase in cash and cash equivalents	\$ (35,545)	\$ 254,807

Operating Activities

Net cash provided by operating activities was \$426.8 million for the nine month period ended October 30, 2010 compared to \$583.9 million for the nine month period ended October 31, 2009. The primary sources of cash provided by operating activities for the nine month periods ended October 30, 2010 and October 31, 2009 were net earnings plus non-cash expenses for depreciation and amortization and increases in accounts payable. The decrease in cash flow from operating activities for the nine month period ended October 30, 2010 primarily resulted from higher packaway inventory and payment of incentive bonuses. Accounts payable leverage (defined as accounts payable divided by merchandise inventory) decreased from 75% as of January 30, 2010 to 73% as of October 30, 2010. Accounts payable leverage increased from 61% as of January 31, 2009 to 76% as of October 31, 2009.

Our primary source of liquidity is the sale of our merchandise inventory. We regularly review the age and condition of our merchandise and are able to maintain current merchandise inventory in our stores through replenishment processes and liquidation of slower-moving merchandise through clearance markdowns.

Investing Activities

During the nine month periods ended October 30, 2010 and October 31, 2009, our capital expenditures were approximately \$149.7 million and \$124.2 million, respectively. Our capital expenditures included fixtures and leasehold improvements to open new stores, information technology systems, building or expanding distribution centers, and various other expenditures related to our stores, buying, and corporate offices. We opened 56 new stores on a gross basis during the nine month periods ended October 30, 2010 and October 31, 2009.

We are forecasting approximately \$200 million in capital expenditures in fiscal year 2010 to fund expenditures for fixtures and leasehold improvements to open new Ross and dd's DISCOUNTS stores, for the relocation or upgrade of existing stores, for investments in store and merchandising systems, buildings, equipment and systems, and for various buying and corporate office expenditures. We expect to fund these expenditures with available cash and cash flows from operations.

#### Financing Activities

During the nine month periods ended October 30, 2010 and October 31, 2009, our liquidity and capital requirements were provided by available cash and cash flows from operations. Our buying offices, our corporate headquarters, one distribution center, one trailer parking lot, three warehouse facilities, and all but two of our store locations are leased and, except for certain leasehold improvements and equipment, do not represent capital investments. We own one distribution center in each of the following cities: Carlisle, Pennsylvania; Moreno Valley, California; and Fort Mill, South Carolina, and one warehouse facility in Fort Mill, South Carolina.

In January 2010, our Board of Directors approved a two-year \$750 million stock repurchase program for fiscal 2010 and 2011. We repurchased 5.4 million shares of common stock for an aggregate purchase price of approximately \$287.3 million during the nine month period ended October 30, 2010. We repurchased 5.8 million shares of common stock for approximately \$229.8 million during the nine month period ended October 31, 2009.

For the nine month periods ended October 30, 2010 and October 31, 2009, we paid dividends of \$58.3 million and \$41.6 million, respectively.

Short-term trade credit represents a significant source of financing for merchandise inventory. Trade credit arises from customary payment terms and trade practices with our vendors. We regularly review the adequacy of credit available to us from all sources and expect to be able to maintain adequate trade, bank, and other credit lines to meet our capital and liquidity requirements, including lease payment obligations.

Our \$600 million credit facility remains in place and available as of October 30, 2010 and expires in July 2011. We plan to renew our credit facility in 2011.

We estimate that existing cash balances, cash flows from operations, bank credit lines, and trade credit are adequate to meet operating cash needs, fund our planned capital investments, repurchase common stock, and make quarterly dividend payments for at least the next twelve months.

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### Contractual Obligations

The table below presents our significant contractual obligations as of October 30, 2010:

(\$000)	Less than One Year	1 - 3 Years	3 - 5 Years	After 5 Years	Total1
Senior Notes	\$ -	\$ -	\$ -	\$ 150,000	\$ 150,000
Interest payment obligations	9,668	19,335	19,335	45,361	93,699
Capital leases	34	20	-	-	54
Operating leases:					
Rent obligations	346,804	670,171	483,356	480,469	1,980,800
Synthetic leases	5,997	7,272	-	-	13,269
Other synthetic leases	730	57,091	-	-	57,821
Purchase obligations	1,234,706	11,142	-	-	1,245,848
<b>Total contractual obligations</b>	<b>\$ 1,597,939</b>	<b>\$ 765,031</b>	<b>\$ 502,691</b>	<b>\$ 675,830</b>	<b>\$ 3,541,491</b>

1We have a \$38.1 million liability for unrecognized tax benefits that is included in Other long-term liabilities on our interim condensed consolidated balance sheet. This liability is excluded from the schedule above as the timing of payments cannot be reasonably estimated.

Senior notes. We have two series of unsecured senior notes outstanding with various institutional investors for \$150 million. The Series A notes totaling \$85 million are due in December 2018 and bear interest at a rate of 6.38%. The Series B notes totaling \$65 million are due in December 2021 and bear interest at a rate of 6.53%. Interest on these notes is included in Interest payment obligations in the table above. These notes are subject to prepayment penalties for early payment of principal.

Borrowings under these notes are subject to certain operating and financial covenants, including maintaining certain interest coverage and other financial ratios. As of October 30, 2010, we were in compliance with these covenants.

Capital leases. The obligations under capital leases relate to distribution center equipment and have terms of two to three years.

#### Off-Balance Sheet Arrangements

Operating leases. We lease our two buying offices, our corporate headquarters, one distribution center, one trailer parking lot, three warehouse facilities, and all but two of our store locations. Except for certain leasehold improvements and equipment, these leased locations do not represent long-term capital investments.

We have lease arrangements for certain equipment in our stores for our point-of-sale ("POS") hardware and software systems. These leases are accounted for as operating leases for financial reporting purposes. The initial terms of these leases are either two or three years, and we typically have options to renew the leases for two to three one-year periods. Alternatively, we may purchase or return the equipment at the end of the initial or each renewal term. We have guaranteed the value of the equipment of \$1.8 million at the end of the respective initial lease terms, which is included in Other synthetic lease obligations in the table above.

We lease approximately 181,000 square feet of office space for our corporate headquarters in Pleasanton, California, under several facility leases. The terms for these leases expire between 2014 and 2015 and contain renewal provisions.

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We lease approximately 197,000 and 26,000 square feet of office space for our New York City and Los Angeles buying offices, respectively. The lease terms for these facilities expire in 2021 and 2014, respectively, and contain renewal provisions.

We lease a 1.3 million square foot distribution center in Perris, California. The land and building for this distribution center are financed under a \$70 million ten-year synthetic lease that expires in July 2013. Rent expense on this center is payable monthly at a fixed annual rate of 5.8% on the lease balance of \$70 million. At the end of the lease term, we have the option to either refinance the \$70 million synthetic lease facility, purchase the distribution center at the amount of the then-outstanding lease obligation, or arrange a sale of the distribution center to a third party. If the distribution center is sold to a third party for less than \$70 million, we have agreed under a residual value guarantee to pay the lessor any shortfall amount up to \$56 million. The agreement includes a prepayment penalty for early payoff of the lease. Our contractual obligation of \$56 million is included in Other synthetic lease obligations in the above table.

We have recognized a liability and corresponding asset for the inception date estimated fair value of the residual value guarantee in the amount of \$8.3 million for our Perris, California distribution center and \$0.9 million for our POS leases. These residual value guarantees are amortized on a straight-line basis over the original terms of the leases. The current portion of the related asset and liability is recorded in Prepaid expenses and other and Accrued expenses and other, respectively, and the long-term portion of the related assets and liabilities is recorded in Other long-term assets and Other long-term liabilities, respectively, in the accompanying condensed consolidated balance sheets.

We lease two warehouses in Carlisle, Pennsylvania with one lease expiring in 2013 and the other expiring in 2014. In January 2009, we exercised a three-year option for a 255,000 square foot warehouse in Fort Mill, South Carolina, extending the lease term to February 2013. We also own a 423,000 square foot warehouse also in Fort Mill, South Carolina. All four of these properties are used to store our packaway inventory. We also lease a 10-acre parcel of land that has been developed for trailer parking adjacent to our Perris distribution center.

The Perris, California distribution synthetic lease facility described above, as well as our revolving credit facility and senior notes, have covenant restrictions requiring us to maintain certain interest coverage and other financial ratios. In addition, the interest rates under the revolving credit facility may vary depending on actual interest coverage ratios achieved. As of October 30, 2010 we were in compliance with these covenants.

Purchase obligations. As of October 30, 2010 we had purchase obligations of \$1,246 million. These purchase obligations primarily consist of merchandise inventory purchase orders, commitments related to store fixtures and supplies, and information technology service and maintenance contracts. Merchandise inventory purchase orders of \$1,191 million represent purchase obligations of less than one year as of October 30, 2010.



## Commercial Credit Facilities

The table below presents our significant available commercial credit facilities at October 30, 2010:

(\$000)	Amount of Commitment Expiration Per Period				Total amount committed
	Less than 1 year	1 - 3 years	3 - 5 years	After 5 years	
Revolving credit facility	\$ 600,000	\$ --	\$ --	\$ --	\$ 600,000
Total commercial commitments	\$ 600,000	\$ --	\$ --	\$ --	\$ 600,000

**Revolving credit facility.** We have available a \$600 million revolving credit facility with our banks, which contains a \$300 million sublimit for issuance of standby letters of credit, of which \$230.4 million was available at October 30, 2010. This credit facility which expires in July 2011 has a LIBOR-based interest rate plus an applicable margin (currently 45 basis points) and is payable upon maturity but not less than quarterly. Our borrowing ability under this credit facility is subject to our maintaining certain financial ratios. As of October 30, 2010 we had no borrowings outstanding under this facility and were in compliance with the covenants. We plan to renew our credit facility in 2011.

**Standby letters of credit.** We use standby letters of credit to collateralize certain obligations related to our self-insured workers' compensation and general liability claims. We had \$69.6 million and \$65.2 million in standby letters of credit outstanding at October 30, 2010 and October 31, 2009, respectively.

**Trade letters of credit.** We had \$48.7 million and \$27.9 million in trade letters of credit outstanding at October 30, 2010 and October 31, 2009, respectively.

**Dividends.** In November 2010, our Board of Directors declared a cash dividend of \$.16 per common share, payable on December 31, 2010. Our Board of Directors declared quarterly cash dividends of \$.16 per common share in January, May, and August 2010, and \$.11 per common share in January, May, August, and November 2009.

## Critical Accounting Policies

Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our condensed consolidated financial statements requires our management to make estimates and assumptions that affect the reported amounts. These estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and on various other factors that management believes to be reasonable. Actual results may differ significantly from these estimates. During the third quarter of fiscal 2010, there have been no significant changes to the policies discussed in our Annual Report on Form 10-K for the year ended January 30, 2010.

**Effects of inflation or deflation.** We do not consider the effects of inflation or deflation to be material to our financial position and results of operations.

## New Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification ("ASC") Topic 810 (originally issued as Statement of Financial Accounting Standards No. 167, "Amendments to FASB Interpretation No. 46(R)"). Among other items, ASC 810 responds to concerns about the application of certain key provisions of FIN 46(R), including those regarding the transparency of the involvement with variable interest entities. ASC 810 is effective for fiscal years beginning after November 15, 2009. The adoption of this standard during the interim period ended May 1, 2010 did not have a material impact on our interim consolidated financial statements.



#### Forward-Looking Statements

This report may contain a number of forward-looking statements regarding, without limitation, planned store growth, new markets, expected sales, projected earnings levels, capital expenditures, and other matters. These forward-looking statements reflect our then current beliefs, projections and estimates with respect to future events and our projected financial performance, operations, and competitive position. The words “plan,” “expect,” “target,” “anticipate,” “estimate,” “believe,” “forecast,” “projected,” “guidance,” “looking ahead” and similar expressions identify forward-looking statements.

Future economic and industry trends that could potentially impact revenue, profitability, and growth remain difficult to predict. As a result, our forward-looking statements are subject to risks and uncertainties which could cause our actual results to differ materially from these forward-looking statements and our previous expectations and projections. Refer to Part II, Item 1A in this Quarterly Report on Form 10-Q for a more complete discussion of risk factors. The factors underlying our forecasts are dynamic and subject to change. As a result, any forecasts or forward-looking statements speak only as of the date they are given and do not necessarily reflect our outlook at any other point in time. We disclaim any obligation to update or revise these forward-looking statements.

Other risk factors are detailed in our filings with the Securities and Exchange Commission including, without limitation, our Annual Report on Form 10-K for 2009.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks, which primarily include changes in interest rates. We do not engage in financial transactions for trading or speculative purposes.

We occasionally use forward contracts to hedge against fluctuations in foreign currency prices. We had no material outstanding forward contracts as of October 30, 2010.

Interest that is payable on our revolving credit facility is based on variable interest rates and is, therefore, affected by changes in market interest rates. As of October 30, 2010, we had no borrowings outstanding under our revolving credit facility. In addition, lease payments under certain of our synthetic lease agreements are determined based on variable interest rates and are, therefore, affected by changes in market interest rates.

In addition, we issued unsecured notes to institutional investors in two series: Series A for \$85 million accrues interest at 6.38% and Series B for \$65 million accrues interest at 6.53%. The amount outstanding under these notes as of October 30, 2010 is \$150 million.

Interest is receivable on our short and long-term investments. Changes in interest rates may impact interest income recognized in the future, or the fair value of our investment portfolio.

A hypothetical 100 basis point increase or decrease in prevailing market interest rates would not have materially impacted our consolidated financial position, results of operations, cash flows, or the fair values of our short- and long-term investments as of and for the three and nine month periods ended October 30, 2010. We do not consider the potential losses in future earnings and cash flows from reasonably possible, near term changes in interest rates to be material.

#### Item 4. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

##### Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### PART II – OTHER INFORMATION

##### Item 1. Legal Proceedings

The matters under the caption “Provision for litigation costs and other legal proceedings” in Note A of Notes to Condensed Consolidated Financial Statements are incorporated herein by reference.

##### Item 1A. Risk Factors

Our Quarterly Report on Form 10-Q for the third quarter of fiscal 2010, and information we provide in our press releases, telephonic reports, and other investor communications, including those on our corporate website, may contain forward-looking statements with respect to anticipated future events and our projected financial performance, operations and competitive position that are subject to risks and uncertainties that could cause our actual results to differ materially from those forward-looking statements and our prior expectations and projections. Refer to Management’s Discussion and Analysis for a more complete identification and discussion of “Forward-Looking Statements.”

Our financial condition, results of operations, cash flows, and the performance of our common stock may be adversely affected by a number of risk factors. Risks and uncertainties that apply to both Ross and dd’s DISCOUNTS include, without limitation, the following:

We are subject to the economic and industry risks that affect large retailers operating in the United States.

Our business is exposed to the risks of a large, multi-store retailer, which must continually and efficiently obtain and distribute a supply of fresh merchandise throughout a large and growing network of stores. These risk factors include:

- An increase in the level of competitive pressures in the apparel or home-related merchandise industry.
- Changes in the level of consumer spending on or preferences for apparel or home-related merchandise, including the potential impact from the macro-economic environment, uncertainty in financial and credit markets, and changes in geopolitical conditions.
- Unseasonable weather trends that could affect consumer demand for seasonal apparel and apparel-related products.

- A change in the availability, quantity, or quality of attractive brand-name merchandise at desirable discounts that could impact our ability to purchase product and continue to offer customers a wide assortment of merchandise at competitive prices.
- Potential disruptions in the supply chain that could impact our ability to deliver product to our stores in a timely and cost-effective manner.
- A change in the availability, quality, or cost of new store real estate locations.
- A downturn in the economy or a natural disaster in California or in another region where we have a concentration of stores or a distribution center. Our corporate headquarters, Los Angeles buying office, two distribution centers, and 26% of our stores are located in California.

We are subject to operating risks as we attempt to execute on our merchandising and growth strategies.

The continued success of our business depends, in part, upon our ability to increase sales at our existing store locations, to open new stores, and to operate stores on a profitable basis. Our existing strategies and store expansion programs may not result in a continuation of our anticipated revenue or profit growth. In executing our off-price retail strategies and working to improve efficiencies, expand our store network, and reduce our costs, we face a number of operational risks, including:

- Our ability to attract and retain personnel with the retail talent necessary to execute our strategies.
- Our ability to effectively operate our various supply chain, core merchandising, and other information systems.
- Our ability to improve our merchandising capabilities through the recent implementation of new processes and systems enhancements.
- Our ability to improve new store sales and profitability, especially in newer regions and markets.
- Our ability to achieve and maintain targeted levels of productivity and efficiency in our distribution centers.
- Our ability to lease or acquire acceptable new store sites with favorable demographics and long term financial returns.
- Our ability to identify and to successfully enter new geographic markets.
- Our ability to achieve planned gross margins, by effectively managing inventories, markdowns, and shrink.
- Our ability to effectively manage all operating costs of the business, the largest of which are payroll and benefit costs for store and distribution center employees.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Information regarding shares of common stock we repurchased during the third quarter of fiscal 2010 is as follows:

Period	Total number of shares (or units) purchased <sup>1</sup>	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (\$000) <sup>2</sup>
August (8/1/2010-8/28/2010)	451,297	\$ 50.35	435,600	\$ 535,000
September (8/29/2010-10/2/2010)	777,001	\$ 54.05	770,688	\$ 493,000
October (10/3/2010-10/30/2010)	545,384	\$ 57.33	535,345	\$ 463,000
Total	1,773,682	\$ 54.12	1,741,633	\$ 463,000

<sup>1</sup>We purchased 32,049 of these shares during the quarter ended October 30, 2010 from employees for tax withholding purposes related to vesting of restricted stock grants. All remaining shares were repurchased under our publicly announced stock repurchase program.

<sup>2</sup>In January 2010 our Board of Directors approved a two-year \$750 million stock repurchase program for fiscal 2010 and 2011.

Item 6. Exhibits

Incorporated herein by reference to the list of exhibits contained in the Index to Exhibits within this Report.

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 thereunto duly authorized.

ROSS STORES, INC.  
(Registrant)

Date: December 8, 2010

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

INDEX TO EXHIBITS

Exhibit

Exhibit Number	Exhibit
3.1	Amendment of Certificate of Incorporation dated May 21, 2004 and Amendment of Certificate of Incorporation dated June 5, 2002 and Corrected First Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Form 10-Q filed by Ross Stores for its quarter ended July 31, 2004.
3.2	Amended By-laws, dated August 25, 1994, incorporated by reference to Exhibit 3.2 to the Form 10-Q filed by Ross Stores for its quarter ended July 30, 1994.
15	Letter re: Unaudited Interim Financial Information from Deloitte & Touche LLP dated December 7, 2010
31.1	Certification of Chief Executive Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
31.2	Certification of Chief Financial Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
101.INS <sup>1</sup>	XBRL Instance Document
101.SCH <sup>1</sup>	XBRL Taxonomy Extension Schema
101.CAL <sup>1</sup>	XBRL Taxonomy Extension Calculation Linkbase
101.DEF <sup>1</sup>	XBRL Taxonomy Extension Definition Linkbase
101.LAB <sup>1</sup>	XBRL Taxonomy Extension Label Linkbase
101.PRE <sup>1</sup>	XBRL Taxonomy Extension Presentation Linkbase

<sup>1</sup>Furnished, not filed.