

ROSS STORES INC
Form S-8 POS
May 24, 2004

As filed with the Securities and Exchange Commission on May 24, 2004
Post-Effective Amendment to Registration No. 333-34988

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

**POST EFFECTIVE AMENDMENT NO.1 TO
FORM S-8**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Ross Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware

94-1390387

(State or other jurisdiction
of incorporation or other organization)

I.R.S. Employer Identification No.)

**8333 Central Avenue
Newark, CA 94560-3433**

(Address principal executive offices) (Zip code)

**Ross Stores, Inc.
2000 Equity Incentive Plan**

(Full title of the Plan)

**Mark S. Askanas
General Counsel and Senior Vice President,
Human Resources
Ross Stores, Inc.
8333 Central Avenue
Newark, CA 94560-3433**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (510) 505-4415.

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended (the Securities Act).

DEREGISTRATION OF UNSOLD SHARES

Effective immediately upon the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Registration No. 333-34988), the registrant hereby deregisters 3,500,000 shares previously registered for sale under the Ross Stores, Inc. 2000 Equity Incentive Plan (the Plan). The deregistered shares represent shares remaining available for grant upon the termination of the Plan. The registrant adopted, effective May 20, 2004, the Ross Stores, Inc. 2004 Equity Incentive Plan (the 2004 Plan), which replaces the Plan. The registrant will register an equal number of shares under a registration statement on Form S-8 for the 2004 Plan. Pursuant to Rule 457(p) under the Securities Exchange Act of 1933, the registrant will offset the registration fee payable with respect to its registration of such shares by the registration fee amount of \$10,784.81 originally paid with respect to the shares deregistered hereby.

