INFINEON TECHNOLOGIES AG
Form 6-K
December 04, 2008

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934
December 4, 2008
INFINEON TECHNOLOGIES AG

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F þ Form 40-F o

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o No þ

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-___.

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SIGNATURES

This Report on Form 6-K dated December 3, 2008, contains a press release of Infineon Technologies AG, announcing the Company s results for the fourth quarter and the 2008 fiscal year.

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KEY FIGURES FOR THE FOURTH QUARTER OF THE 2008 FISCAL YEAR*

For the fourth quarter of the 2008 fiscal year, Infineon reported revenues of Euro 1,153 million.

Infineon s EBIT was negative Euro 220 million in the quarter, compared to positive Euro 71 million in the prior quarter. Infineon s fourth quarter EBIT included net charges of Euro 253 million, of which Euro 166 million arose in connection with the company s IFX10+ cost-reduction program. Third quarter EBIT included a net gain of Euro 41 million, mainly in connection with the sale of the company s Hard Disk Drive business.

Infineon s total Segment Profit** was Euro 59 million under International Financial Reporting Standards (IFRS)** in the fourth quarter.

For the fourth quarter, net loss from continuing operations was Euro 244 million, or Euro 0.33 per share (basic and diluted).

The loss from discontinued operations, net of tax, was Euro 519 million for the fourth quarter. Basic and diluted loss per share from discontinued operations was Euro 0.69.

For the fourth quarter, Infineon reported group net loss of Euro 763 million, and basic and diluted loss per share of Euro 1.02.

in Euro million	3 months ended Sep 30, 07	year-on-year +/- in %	3 months ended Jun 30, 08	sequential +/- in %	3 months ended Sep 30, 08
Revenue	1,127	2%	1,029	12%	1,153
Organic growth on constant currency (in %)		4%		10%	
Infineon EBIT	60		71		(220)
Income (loss) from continuing operations	28		45		(244)
Loss from discontinued operations, net of tax	(308)	(68)%	(637)	19%	(519)
Net loss	(280)		(592)	(29%)	(763)
Basic and diluted earnings (loss) per share from continuing operations (in Euro)	0.04		0.06		(0.33)
Basic and diluted loss per share from discontinued operations (in Euro)	(0.41)	(68)%	(0.85)	19%	(0.69)
Basic and diluted loss per share (in Euro)	(0.37)		(0.79)	(29%)	(1.02)

Infineon EBIT included net charges of Euro 253 million in the fourth quarter, of which Euro 166 million arose in connection with the company s IFX10+ cost-reduction program, and a net gain of Euro 41 million in the third quarter, mainly in connection with the sale of the Hard Disk Drive business to LSI Corporation (LSI).

OUTLOOK FOR THE FIRST QUARTER AND THE 2009 FISCAL YEAR**

Infineon expects revenues for the first quarter to decrease by approximately 30 percent compared to the prior quarter. Infineon s total Segment Profit is anticipated to be negative in the first quarter, with a total Segment Profit margin of a negative mid-to-high teens percentage, mainly due to the sharp revenue decrease and low capacity utilization.

Infineon revenues for the 2009 fiscal year are expected to decrease by at least 15 percent compared to the 2008 fiscal year. Infineon s total Segment Profit is anticipated to decrease significantly. The company expects total Segment Profit for the 2009 fiscal year to be negative.

* All amounts are in accordance with U.S. GAAP, unless otherwise indicated.

** Please refer to page 3 of this news release for a discussion of the implementation of International Financial Reporting Standards (IFRS), the company s new organizational structure, and the company s use of the financial measure Segment Profit.

News Release/Presseinformation

Infineon reports results for the fourth quarter and the 2008 fiscal year

Neubiberg, Germany December 3, 2008 Infineon Technologies AG (FSE/NYSE:IFX) today reported results for the fourth quarter, ended September 30, and for the full 2008 fiscal year. Infineon presents its results for the 2008 fiscal year and prior periods in accordance with U.S. GAAP, and will begin reporting its financial results in accordance with International Financial Reporting Standards for periods beginning October 1, 2008.

Results for the fourth quarter

Infineon s revenues in the fourth quarter of the 2008 fiscal year were Euro 1,153 million, up 12 percent sequentially and two percent year-over-year. The sequential increase reflects an increase of revenues in both the Communication Solutions and Automotive, Industrial & Multimarket segments. Excluding effects of currency fluctuations, primarily between the U.S. dollar and the Euro, and acquisitions and divestitures, revenues increased ten percent sequentially and four percent year-over-year.

Infineon EBIT was negative Euro 220 million in the fourth quarter, down from positive Euro 71 million in the prior quarter. Infineon EBIT in the fourth quarter included net charges of Euro 253 million, mainly in connection with the company s IFX10+ cost-reduction program. Infineon EBIT in the fourth quarter also included Euro 6 million for the amortization of acquisition-related intangible assets related mainly to the business acquired from LSI Corporation (LSI). Infineon EBIT in the prior quarter included a net gain of Euro 41 million, mainly in connection with the sale of the Hard Disk Drive (HDD) business to LSI, and Euro 7 million in amortization of such acquired intangible assets. For additional detail on net gains and charges included in Infineon EBIT, please see the table on page 13 of this release.

Infineon s total Segment Profit was Euro 59 million under IFRS in the fourth quarter. For further details and a reconciliation of Segment Profit to operating income (loss) in the condensed consolidated statements of operations, please see the table on page 17 of this release.

Net loss from continuing operations for the fourth quarter was Euro 244 million, resulting in basic and diluted loss per share from continuing operations of Euro 0.33. For the third

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quarter, net income from continuing operations was Euro 45 million, and basic and diluted earnings per share from continuing operations were Euro 0.06.
The net loss from discontinued operations was Euro 519 million for the fourth quarter. Basic and diluted loss per share from discontinued operations was Euro 0.69.
For the fourth quarter, Infineon reported group net loss of Euro 763 million, and basic and diluted loss per share of Euro 1.02.

Results for the 2008 fiscal year

Infineon s revenues in the full 2008 fiscal year were Euro 4,321 million compared to Euro 4,074 million in the prior year. Infineon EBIT was negative Euro 48 million in the 2008 fiscal year, compared to positive Euro 37 million in the 2007 fiscal year. Infineon EBIT in the 2008 fiscal year included net charges of Euro 209 million compared to net charges of Euro 42 million in the prior year. Infineon EBIT in the 2008 fiscal year also included Euro 41 million, mostly for the amortization of acquisition-related intangible assets related mainly to the business acquired from LSI.
Net loss from continuing operations for the full 2008 fiscal year was Euro 135 million, resulting in basic and diluted loss per share from continuing operations of Euro 0.18. For the 2007 fiscal year, net loss from continuing operations was Euro 37 million, and basic and diluted loss per share from continuing operations was Euro 0.05.
The net loss from discontinued operations, net of tax, was Euro 2,987 million for the 2008 fiscal year. This loss included Infineon s share in Qimonda s net loss, as well as Euro 1,303 million from the write-down of Qimonda to its net realizable value less costs to sell. Basic and diluted loss per share from discontinued operations was Euro 3.98.
For the 2008 fiscal year, Infineon reported group net loss of Euro 3,122 million, and basic and diluted loss per share of Euro 4.16, compared to group net loss of Euro 368 million for the 2007 fiscal year, and basic and diluted loss per share of Euro 0.49.
From March 31, 2008, the financial reports of Infineon focus on the continuing operations of the company. As a result of management s commitment to a plan of disposal of the company s interest in Qimonda, the assets and liabilities of Qimonda have been reclassified as held for disposal in the condensed consolidated balance sheets, and the individual line items in the condensed consolidated statements of operations reflect the results of Infineon s segments excluding Qimonda. The results of operations of Qimonda are reported in one line item titled Income (loss) from discontinued operations,

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net of tax . In addition, earnings per share as well as the statements of cash flows differentiate between continuing and discontinued operations.

Infineon s outlook for the first quarter of the 2009 fiscal year

Infineon introduced International Financial Reporting Standards (IFRS) as accounting standards for Infineon effective October 1, 2008. While the company is reporting fourth quarter results under United States Generally Accepted Accounting Standards (U.S. GAAP), the guidance for the first quarter of the 2009 fiscal year and the overall 2009 fiscal year included in this news release is in accordance with IFRS. With the publication of the results for the first quarter of the 2009 fiscal year onwards, Infineon will apply IFRS only. For ease of comparison, 2009 forecasts under IFRS presented in this release are compared to 2008 fiscal year results as reported under IFRS, rather than U.S. GAAP.

In line with the company s goal of increased efficiency, Infineon has re-organized the company along its target markets effective October 1, 2008. As a result, Infineon now operates through five operating segments: Automotive, Industrial & Multimarket, Chip Card & Security, Wireless Solutions, and Wireline Communications.

From October 1, 2008, Infineon s Management Board uses Segment Profit to assess the operating performance of the company s reportable segments and as a basis for allocating resources among the segments. For further details and a reconciliation of Segment Profit to operating income (loss) in the condensed consolidated statements of operations, please see the table on page 17 of this release.

The global financial crisis and general slow-down in the world economy are having a severe impact on demand in all of Infineon s target markets, leading to a decrease in revenues in its five operating segments in the first quarter of the 2009 fiscal year. The company expects revenues from its continuing operations in the first quarter of the 2009 fiscal year to decrease by approximately 30 percent compared to the prior quarter, mainly driven by revenue decreases in the Automotive, Wireless Solutions, and Industrial & Multimarket segments. Revenues in the Automotive and Industrial & Multimarket segments are expected to decrease compared to the fourth quarter of the 2008 fiscal year, reflecting a worsening global recession, significant production cuts in the automotive markets worldwide, inventory reductions throughout the supply chain, and a general global weakening in demand. Revenues in the Wireless Solutions segment are anticipated to be strongly negatively impacted by the weakening of global demand and, in addition, by a reduction in demand at one specific customer.

Infineon anticipates that total Segment Profit under IFRS in the first quarter of the 2009 fiscal year will decrease significantly compared to the total Segment Profit of Euro 59 million under IFRS in the fourth quarter of the 2008 fiscal year, mainly due to the sharp revenue decrease, low capacity utilization and a final quarter of temporarily higher costs, as shipments of DRAM wafers out of Infineon s 200-millimeter wafer facility in Dresden, Germany, to Qimonda have come to an end in the third quarter. Total Segment Profit margin is expected to be a negative mid-to-high teens percentage.

Infineon s outlook for the 2009 fiscal year

For the 2009 fiscal year, visibility is very limited. Infineon believes that a significant decline in global semiconductor revenues from 2008 levels cannot be ruled out. Based on the current forecast, the company expects total revenues for Infineon in the 2009 fiscal year to decrease by at least 15 percent compared to the 2008 fiscal year. The year-over-year decrease is expected to be driven in particular by the Automotive segment. In addition, significant revenue decreases are also anticipated in the Industrial & Multimarket, Chip Card & Security, and Wireline Communications segments due to the general global weakening in demand. The year-over year decrease is expected to be least severe in the Wireless Solutions segment, mainly due to ongoing gains in market share. In the Industrial & Multimarket segment, revenues are anticipated to be impacted by the disposal of the HDD business in the 2008 fiscal year.

The sharp decreases in revenue in combination with idle capacity costs caused by low capacity utilization are expected to lead to a significant decrease in Infineon s total Segment Profit in the 2009 fiscal year compared to total Segment Profit of Euro 258 million for the 2008 fiscal year. The company expects total Segment Profit for the 2009 fiscal year to be negative.

ALTIS

In August 2007, Infineon and International Business Machines Corporation signed an agreement to divest their respective shares in the joint venture ALTIS, a manufacturing facility in Essonnes, France, via a sale to Advanced Electronic Systems AG (AES). As of September 30, 2008, negotiations with AES have not progressed as previously anticipated and could not be completed. Despite the fact that negotiations are ongoing with an additional party, the outcome of these negotiations is uncertain. As a result, Infineon reclassified related assets and liabilities previously classified as held-for-sale into held-and-used in the consolidated balance sheet as of September 30, 2008, resulting in net charges of Euro 59 million.

Qimonda

In order to address the ongoing adverse market conditions in the memory products

industry and to better enable it to meet its current obligations in the short term, Qimonda has intensively explored operational and strategic alternatives to raise and conserve cash. In furtherance of these goals, in October 2008 Qimonda announced a global restructuring and cost-reduction program that is intended to reposition Qimonda in the market and substantially increase its efficiencies through a wide-ranging realignment of its business. As a part of this program, in the first quarter of the 2009 fiscal year Qimonda sold its 35.6 percent interest in Inotera Memories Inc. to Micron Technology, Inc. for U.S. dollar 400 million in cash. This transaction closed in November 2008. Qimonda has announced that it intends to use the proceeds from this sale to fund its operations in the short-term.

The net book value of the Qimonda disposal group in Infineon s condensed consolidated balance sheet as of September 30, 2008 has been recorded at the estimated fair value less costs to sell of Qimonda. Under IFRS, upon disposal of its interest in Qimonda, the company would also realize losses related to unrecognized currency translation effects for the Qimonda disposal group which are recorded in equity. As of September 30, 2008, the amount of such losses recorded in shareholders equity under IFRS totalled Euro 187 million.

Infineon continues to seek to dispose of its remaining interest in Qimonda. There can be no assurance that Infineon will be successful in this regard, or that Qimonda s ongoing operational and strategic efforts will be successful in generating adequate cash or result in desired operational efficiencies and cash savings. In the event that Qimonda were to be unable to meet its obligation, Infineon may be exposed to certain significant liabilities related to the Qimonda business, including pending antitrust and securities law claims, the potential repayment of governmental subsidies received, and employee-related contingencies.

With the Qimonda shares trading at current price levels, Infineon believes that the distribution of Qimonda shares by way of a dividend in kind to Infineon shareholders is no longer practicable while, at the same time, bearing administrative costs disproportionate to the value of the shares. The company therefore is no longer considering a dividend in kind and continues to focus its efforts on a transaction with a partner. There can be no assurance that Infineon s plan to further reduce its interest in Qimonda will be successful or that Infineon will arrive at a minority shareholding in Qimonda by about the time of the 2009 Annual General Meeting.

Infineon s IFX10+ cost-reduction program

To address rising risks in the market environment and adverse currency trends, Infineon implemented its IFX10+ cost-reduction program in the third quarter of the 2008 fiscal

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year. In the fourth quarter, the company made good progress in the areas defined under IFX10+. Over the course of the fourth quarter, Infineon sold its Bulk Acoustic Wave (BAW) filters business to Avago and realized significant reductions in cost of materials as well as improved processes in the manufacturing arena. In addition, the company has reached agreements regarding or has already effected the separation with respect to approximately three-quarters of the announced workforce reduction by the end of October 2008. Under U.S. GAAP, a total of Euro 166 million in expenses related to IFX10+ was incurred in the fourth quarter of the 2008 fiscal year. In response to the dramatic weakening of the global market since August 2008, the company has identified very substantial additional savings, primarily in operating expenses, beyond the originally announced annualized savings of at least Euro 200 million by the end of the 2009 fiscal year. These additional savings, however, are likely to be more than completely offset by the simultaneous decline in Infineon s revenue expectations versus original plans. The increase in idle cost caused by the drop in capacity utilization of Infineon s manufacturing sites also contributes negatively. Infineon cannot rule out the possibility of incurring additional expenses or recording additional charges in the future in connection with IFX10+ or similar measures.

Our achievements in the fourth quarter were satisfactory in light of the extraordinary developments in the world economy and in our markets. We are, however, concerned about the prospects for the quarters to come. The financial crisis and economic slow-down have already impacted the worldwide semiconductor market, which is reflected in significantly weakened demand in all of our target markets , said Peter Bauer, CEO of Infineon Technologies AG.

With our IFX10+ program in place, we had begun to optimize our business operations before the economic slow-down started. During the downturn, we will focus on maintaining our excellent customer relationships and product portfolio and on managing our cash flows smartly. This will help to position us for improved competitiveness and rising profitability when economic growth resumes.

Segments fourth quarter performance

Automotive, Industrial & Multimarket (AIM)

Bars: Revenues in millions of Euro;
Line: Reported EBIT margin in percent with segment EBIT in millions of Euro.

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In the fourth quarter of the 2008 fiscal year, the Automotive, Industrial & Multimarket segment reported revenues of Euro 767 million, up eight percent sequentially and down six percent year-over-year. The sequential increase was mainly due to the seasonal pattern in the company s industrial business. Excluding the effects of currency fluctuations, primarily between the U.S. dollar and the Euro, and acquisitions and divestitures, segment revenues increased five percent sequentially and decreased one percent year-over-year. Segment EBIT was Euro 47 million compared to Euro 106 million in the third quarter. Included in the segment s EBIT for the fourth quarter were net charges of Euro 25 million, primarily from impairments of assets. Segment EBIT in the prior quarter included a net gain of Euro 43 million, primarily resulting from the sale of the HDD business to LSI.

Results in the Automotive business were stable compared to the prior quarter, as solid demand in the Asian automotive market offset further declines at U.S. car manufacturers and the start of a weakening of the car business in Europe. In the Industrial & Multimarket business, results increased strongly compared to the prior quarter, mainly due to seasonally strong demand for both low- and high-voltage MOSFETs in consumer, computing, and telecom products. Demand for high-power products remained strong. Revenues in the Security & ASICs business increased strongly compared to the third quarter, due to seasonality in the ASIC business and stable demand for Chip Card applications.

Communication Solutions (COM)

Bars: Revenues in millions of Euro;
Line: Reported EBIT margin in percent with segment EBIT in millions of Euro.

In the fourth quarter of the 2008 fiscal year, revenues in the Communication Solutions segment were Euro 389 million, up 24 percent compared to the prior quarter and up 22 percent year-over-year. The stronger than expected sequential revenue increase was due to seasonal strength and better than anticipated demand from an HSDPA customer. Excluding the effects of currency fluctuations, primarily between the U.S. dollar and the Euro, and the contributions from the mobile phone business acquired from LSI and the DSL CPE activities acquired from Texas Instruments, segment revenues increased 25 percent sequentially and 15 percent year-over-year. Segment EBIT for the fourth quarter improved to negative Euro 3 million, up from negative Euro 30 million in the prior quarter. Included in the fourth quarter segment EBIT was a net gain of Euro 5 million, mainly in connection with the sale of the BAW filter business to Avago in August 2008. Third quarter segment EBIT did not include any significant net gains or charges. Included in the segment EBIT for the fourth quarter was amortization of acquired intangible assets of Euro 5 million relating mainly to the mobile phone business acquired from LSI, compared to Euro 7 million for the third quarter.

Revenues in the wireless business increased significantly compared to the third quarter, mainly due to continued ramp-ups of the HSDPA mobile phone platform. Results in the broadband business decreased slightly, driven by the weakening market environment.

Other Operating Segments / Corporate and Eliminations

	3 months ended				
Revenue in Euro million	**Sep 30, 07**	**Dec 31, 07**	**Mar 31, 08**	**Jun 30, 08**	**Sep 30, 08**
Other Operating Segments	45	38	39	15	8
Corporate and Eliminations	(50)	(47)	(33)	(11)	(11)

	3 months ended				
Infineon EBIT in Euro million	**Sep 30, 07**	**Dec 31, 07**	**Mar 31, 08**	**Jun 30, 08**	**Sep 30, 08**
Other Operating Segments	(2)	(4)		1	
Corporate and Eliminations	(26)	(13)	(4)	(6)	(264)

EBIT in Other Operating Segments and Corporate and Eliminations in the fourth quarter included net charges of Euro 233 million, including Euro 166 million in connection with

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the company s IFX10+ cost-reduction program and Euro 59 million in connection with the reclassification of ALTIS. In the third quarter, EBIT in these segments did not include any significant net gains or charges.

Qimonda

In preparation for the ultimate disposal of Qimonda AG, Infineon has reclassified the assets and liabilities of Qimonda as held for disposal in its condensed consolidated balance sheets effective as of March 31, 2008. With this decision, the individual line items in the condensed consolidated statements of operations on page 11 of this release reflect Infineon s continuing operations without Qimonda. All results relating to Qimonda are reported in the line item Income (loss) from discontinued operations, net of tax .

For the fourth quarter, the net loss from discontinued operations was Euro 519 million. Basic and diluted loss per share from discontinued operations was Euro 0.69 for the fourth quarter. Infineon s beneficial ownership interest in Qimonda as of September 30, 2008 was 77.5 percent.

Major business highlights of Infineon s segments in the fourth quarter of the 2008 fiscal year can be found in this document after the financial tables.

All figures are preliminary and unaudited.

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Analyst telephone and press conferences

Infineon Technologies AG will conduct a telephone conference (in English only) with analysts and investors on December 3, 2008, at 10:00 a.m. Central European Time (CET), 4:00 a.m. Eastern Standard Time (U.S. EST), to discuss operating performance during the fourth quarter of the 2008 fiscal year. In addition, the Infineon Management Board will host a press conference with the media at 11:30 a.m. (CET), 5:30 a.m. (U.S. EST). It can be followed in German and English over the Internet. Both conferences will be available live and for download on the Infineon web site at http://corporate.infineon.com.

IFX financial and trade fair calendar (*preliminary date)

Feb 6, 2009*	Earnings Release for the First Quarter of the 2009 Fiscal Year
Feb 12, 2009*	2009 Annual General Meeting of Shareholders
Feb 17, 2009*	Analyst Presentation at the Mobile World Congress in Barcelona
Apr 30, 2009*	Earnings Release for the Second Quarter of the 2009 Fiscal Year
Jul 29, 2009*	Earnings Release for the Third Quarter of the 2009 Fiscal Year
Nov 19, 2009*	Earnings Release for the Fourth Quarter and Full 2009 Fiscal Year

New in the IFX pod cast section at www.infineon.com/podcast

Environmental Protection at Infineon
Safe batteries thanks to intelligent encryption
Increased safety by active Seatbelts

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FINANCIAL INFORMATION
According to U.S. GAAP Preliminary and Unaudited
Condensed Consolidated Statements of Operations
(According to U.S. GAAP Preliminary and Unaudited)

	3 months ended			For the years ended	
in Euro million	**Sep 30, 07**	**Jun 30, 08**	**Sep 30, 08**	**Sep 30, 07**	**Sep 30, 08**
Revenue	1,127	1,029	1,153	4,074	4,321
Cost of goods sold	(721)	(666)	(775)	(2,702)	(2,823)
Gross profit	**406**	**363**	**378**	**1,372**	**1,498**
Research and development expenses	(191)	(181)	(187)	(768)	(755)
Selling, general and administrative expenses	(135)	(145)	(151)	(500)	(569)
Restructuring charges	(3)	(2)	(170)	(45)	(181)
Other operating income (expense), net	(2)	43	(118)	20	(43)
Operating income (loss)	**75**	**78**	**(248)**	**79**	**(50)**
Interest income (expense), net	(7)	(12)	2	(40)	(26)
Equity in earnings of associated companies		1	1		4
Other non-operating income (expense), net	(7)	(1)	(11)	7	(16)
Minority interests	(8)	(7)	38	(14)	14
Income (loss) before income taxes, discontinued operations, and extraordinary loss	**53**	**59**	**(218)**	**32**	**(74)**
Income tax expense	(25)	(14)	(26)	(69)	(61)
Income (loss) from continuing operations	**28**	**45**	**(244)**	**(37)**	**(135)**
Loss from discontinued operations, net of tax	(308)	(637)	(519)	(296)	(2,987)
Loss before extraordinary loss	**(280)**	**(592)**	**(763)**	**(333)**	**(3,122)**
Extraordinary loss, net of tax				(35)	
Net loss	**(280)**	**(592)**	**(763)**	**(368)**	**(3,122)**

Basic and diluted earnings (loss) per share (in Euro)*:

Shares in million

Weighted average shares outstanding basic and diluted	749	750	750	749	750
Basic and diluted earnings (loss) per share from continuing operations (in Euro)	0.04	0.06	(0.33)	(0.05)	(0.18)
Basic and diluted loss per share from discontinued operations, net of tax (in Euro)	(0.41)	(0.85)	(0.69)	(0.40)	(3.98)
Basic and diluted loss per share from extraordinary loss, net of tax (in Euro)				(0.04)	
Basic and diluted loss per share (in Euro)	**(0.37)**	**(0.79)**	**(1.02)**	**(0.49)**	**(4.16)**

* Quarterly earnings (loss) per share may not add up to year-to-date earnings (loss) per share due to rounding.

Infineon EBIT

(According to U.S. GAAP Preliminary and Unaudited)

Infineon EBIT is defined as earnings (loss) before income (loss) from discontinued operations, net of tax, and before interest and taxes. The Company s management uses Infineon EBIT, among other measures, to establish budgets and operational goals, to manage the Company s business and to evaluate its performance. The Company reports Infineon EBIT because it believes that it provides investors with meaningful information about the operating performance of the Company and especially about the performance of its separate operating segments. Because many operating decisions, such as allocations of resources to individual projects, are made on a basis for which the effects of financing the overall business and of taxation are of marginal relevance, management finds a metric that excludes the effects of interest on financing and tax expense useful. In addition, in measuring operating performance, particularly for the purpose of making internal decisions, such as those relating to personnel matters, it is useful for management to consider a measure that excludes items over which the individuals being evaluated have minimal control, such as enterprise-level taxation and financing.

Infineon EBIT is determined as follows from the condensed consolidated statements of operations, without adjustment to the U.S. GAAP amounts presented:

	3 months ended			**For the years ended**	
in Euro million	**Sep 30, 07**	**Jun 30, 08**	**Sep 30, 08**	**Sep 30, 07**	**Sep 30, 08**
Net loss	**(280)**	**(592)**	**(763)**	**(368)**	**(3,122)**
- Loss from discontinued operations, net of tax	308	637	519	296	2,987
- Income tax expense	25	14	26	69	61
- Interest expense (income), net	7	12	(2)	40	26
Infineon EBIT	**60**	**71**	**(220)**	**37**	**(48)**

Segment Results
(According to U.S. GAAP Preliminary and Unaudited)

Revenue in Euro million	3 months ended Sep 30, 07	Sep 30, 08	+/- in %	For the years ended Sep 30, 07	Sep 30, 08	+/- in %
Automotive, Industrial & Multimarket	814	767	(6)	3,017	2,963	(2)
Communication Solutions[(1)]	318	389	22	1,051	1,360	29
Other Operating Segments[(2)]	45	8	(82)	219	100	(54)
Corporate and Eliminations[(3)]	(50)	(11)	78	(213)	(102)	52
Total	**1,127**	**1,153**	**2**	**4,074**	**4,321**	**6**

Infineon EBIT in Euro million	3 months ended Sep 30, 07	Sep 30, 08	+/- in %	For the years ended Sep 30, 07	Sep 30, 08	+/- in %
Automotive, Industrial & Multimarket	102	47	(54)	291	315	8
Communication Solutions	(14)	(3)	79	(165)	(73)	56
Other Operating Segments	(2)		+++	(12)	(3)	75
Corporate and Eliminations	(26)	(264)		(77)	(287)	
Total	**60**	**(220)**		**37**	**(48)**	

(1) Includes sales of 10 million and 1 million for the three months ended September 30, 2007 and 2008, respectively, and of 30 million and 10 million for fiscal years ended September 30, 2007 and 2008, respectively, from sales of wireless communication applications to Qimonda.

(2) Includes sales of 43 million and 1 million for the three months ended September 30, 2007 and 2008, respectively, and of 189 million and 79 million for fiscal years ended September 30, 2007 and 2008, respectively, from sales of wafers from Infineon s 200-millimeter facility in Dresden to Qimonda under a foundry agreement.

(3) Includes the elimination of sales of 53 million and 2 million for the three months ended September 30, 2007 and 2008, respectively, and of 219 million and 89 million for fiscal years ended September 30, 2007 and 2008, respectively, since these sales are not expected to be part of the Qimonda disposal plan.

Revenue in Euro million	3 months ended Jun 30, 08	Sep 30, 08	+/- in %
Automotive, Industrial & Multimarket	712	767	8
Communication Solutions[1]	313	389	24
Other Operating Segments[2]	15	8	(47)
Corporate and Eliminations[3]	(11)	(11)	
Total	**1,029**	**1,153**	**12**

Infineon EBIT in Euro million	3 months ended Jun 30, 08	Sep 30, 08	+/- in %
Automotive, Industrial & Multimarket	106	47	(56)
Communication Solutions	(30)	(3)	90
Other Operating Segments	1		
Corporate and Eliminations	(6)	(264)	
Total	**71**	**(220)**	

(1) Includes sales of 1 million and 1 million for the three months ended June 30, 2008 and September 30, 2008, respectively, from sales of wireless communication applications to Qimonda.

(2) Includes sales of 8 million for the three months ended June 30, 2008 from sales of wafers from Infineon s 200-millimeter-facility in Dresden to Qimonda under a foundry agreement.

(3) Includes the elimination of sales of 9 million and 2 million for the three months ended June 30, 2008 and September 30, 2008, respectively, since these sales are

not expected to be part
of the Qimonda
disposal plan.

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Infineon Net Gains and Charges
(According to U.S. GAAP Preliminary and Unaudited)
Net gains and charges for Infineon generally include asset impairments, restructuring and other related closure costs, in-process research and development write-offs, certain litigation settlement costs, and gains (losses) on sales of assets, businesses, or interests in subsidiaries, as well as other expense or income positions.

		3 months ended		**For the years ended**	
in Euro million	**Sep 30, 07**	**Jun 30, 08**	**Sep 30, 08**	**Sep 30, 07**	**Sep 30, 08**
Impairments, restructuring and other related closure costs	(7)	(2)	(262)	(46)	(275)
In-process research and development write-offs					(14)
Litigation settlement cost			(2)		(2)
Net gains on sales of assets, businesses or interests in subsidiaries	4	43	11	24	82
Other	(7)			(20)	
Net gains (charges)	**(10)**	**41**	**(253)**	**(42)**	**(209)**

Infineon Regional Sales Development

	For the years ended	
Regional sales in %	**30.9.2007**	**30.9.2008**
Germany	22%	21%
Other Europe	22%	19%
North America	14%	12%
Asia/Pacific	36%	42%
Japan	5%	4%
Other	1%	2%
Total	**100%**	**100%**
Europe	**44%**	**40%**
Outside Europe	**56%**	**60%**

Employees	**Sep 30, 07**	**June 30, 08**	**Sep 30, 08**
Infineon [(1)]	29,598	29,356	29,119
Qimonda [(2)]	13,481	12,806	12,224
Total	43,079	42,162	41,343

(1) As of September 30, 2007, June 30, 2008 and September 30, 2008, 5,833, 6,311 and 6,273 Infineon employees, respectively, were engaged in research and development. During the 2008 fiscal year, 570 employees joined Infineon from the businesses acquired from LSI and Primarion, whereas 415 employees left the company in connection with the formation of the Bipolar joint venture with Siemens and the disposal of the BAW filter business. During the fourth quarter of the 2008 fiscal year, no employees joined Infineon in connection with mergers or acquisitions whereas 14 employees left the company due to the disposal of the BAW filter business.

(2)

As of September 30, 2007, June 30, 2008 and September 30, 2008, 2,506, 2,437 and 2,091 Qimonda employees, respectively, were engaged in research and development.

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Condensed Consolidated Balance Sheets

(According to U.S. GAAP Preliminary and Unaudited)

in Euro million	**Sep 30, 07**	**Sep 30, 08**
Assets		
Current assets:		
Cash and cash equivalents	1,073	749
Marketable securities	210	143
Trade accounts receivable, net	620	589
Inventories	598	663
Deferred income taxes	34	26
Other current assets	303	379
Assets held for disposal	5,653	2,224
Total current assets	**8,491**	**4,773**
Property, plant and equipment, net	1,462	1,311
Intangible assets, net	89	362
Long-term investments	24	33
Restricted cash	77	77
Deferred income taxes	446	402
Pension assets	4	16
Other assets	160	109
Total assets	**10,753**	**7,083**

in Euro million	**Sep 30, 07**	**Sep 30, 08**
Liabilities and shareholders equity		
Current liabilities:		
Short-term debt and current maturities	260	207
Trade accounts payable	596	488
Accrued liabilities	379	410
Deferred income taxes	10	12
Other current liabilities	326	435
Liabilities held for disposal	1,897	2,091
Total current liabilities	**3,468**	**3,643**
Long-term debt	1,149	1,051
Pension liabilities	36	41
Deferred income taxes	23	3
Long-term accrued liabilities	22	24
Other liabilities	108	100
Total liabilities	**4,806**	**4,862**

Minority interests	**1,033**	**457**
Total shareholders equity	**4,914**	**1,764**
Total liabilities and shareholders equity	**10,753**	**7,083**

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Condensed Consolidated Statements of Cash Flows
(According to U.S. GAAP Preliminary and Unaudited)

	3 months ended			For the years ended	
in Euro million	**Sep 30, 07**	**Jun 30, 08**	**Sep 30, 08**	**Sep 30, 07**	**Sep 30, 08**
Net cash provided by operating activities from continuing operations	293	146	265	227	535
Net cash provided by (used in) operating activities from discontinued operations	211	(154)	(237)	980	(659)
Net cash provided by (used in) operating activities	504	(8)	28	1,207	(124)
Net cash provided by (used in) investing activities from continuing operations	7	146	102	(20)	(620)
Net cash provided by (used in) investing activities from discontinued operations	(123)	82	45	(847)	4
Net cash provided by (used in) investing activities	(116)	228	147	(867)	(616)
Net cash provided by (used in) financing activities from continuing operations	106	(114)	(19)	(214)	(230)
Net cash provided by (used in) financing activities from discontinued operations	36	47	96	(307)	337
Net cash provided by (used in) financing activities	142	(67)	77	(521)	107
Net increase (decrease) in cash and cash equivalents	530	153	252	(181)	(633)
Effect of foreign exchange rate changes on cash and cash equivalents	(18)	(3)	12	(40)	(5)
Depreciation and amortization from continuing operations	145	134	132	609	542
Purchases of property, plant and equipment from continuing operations	(167)	(58)	(85)	(498)	(312)

Gross and Net Cash Position*

Infineon defines gross cash position as cash and cash equivalents and marketable securities, and net cash position as gross cash position less short and long-term debt. Since Infineon holds a substantial portion of its available monetary resources in the form of readily marketable securities, which for U.S. GAAP purposes are not considered to be cash , it reports its gross and net cash positions to provide investors with an understanding of the Company s overall liquidity. The gross and net cash position is determined as follows from the condensed consolidated balance sheets, without adjustment to the U.S. GAAP amounts presented:

* Includes only amounts from continuing operations.

in Euro million	Sep 30, 07	Jun 30, 08	Sep 30, 08
Cash and cash equivalents	1,073	408	749
Marketable securities	210	452	143
Gross Cash Position	**1,283**	**860**	**892**
Less: short-term debt and current maturities	260	193	207
long-term debt	1,149	1,074	1,051
Net Cash Position	**(126)**	**(407)**	**(366)**

Free Cash Flow*
Infineon defines free cash flow as cash from operating and investing activities excluding purchases or sales of marketable securities. Since Infineon holds a substantial portion of its available monetary resources in the form of readily marketable securities, and operates in a capital intensive industry, it reports free cash flow to provide investors with a measure that can be used to evaluate changes in liquidity after taking capital expenditures into account. Free cash flow is not intended to represent the residual cash flow available for discretionary expenditures, since debt service requirements or other non-discretionary expenditures are not deducted. The free cash flow is determined as follows from the condensed consolidated cash flow statements, without adjustment to the U.S. GAAP amounts presented:

* Includes only amounts from continuing operations.

	3 months ended			For the years ended	
in Euro million	Sep 30, 07	Jun 30, 08	Sep 30, 08	Sep 30, 07	Sep 30, 08
Net cash provided by operating activities from continuing operations	293	146	265	227	535
Net cash provided by (used in) investing activities from continuing operations	7	146	102	(20)	(620)
Thereof: Sales of marketable securities, net	(1)	(171)	(273)	(266)	(27)
Free cash flow	**299**	**121**	**94**	**(59)**	**(112)**

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FINANCIAL INFORMATION

According to IFRS Preliminary and Unaudited

The following information under IFRS focuses only on areas that reflect differences between the IFRS information below and U.S. GAAP information presented elsewhere in this press release.

Condensed Consolidated Statements of Operations

(According to IFRS Preliminary and Unaudited)

in Euro million	3 months ended Sep 30, 08	For the years ended Sep 30, 07	Sep 30, 08
Revenue	1,153	4,074	4,321
Cost of goods sold	(780)	(2,716)	(2,843)
Gross profit	**373**	**1,358**	**1,478**
Research and development expenses	(174)	(743)	(694)
Selling, general and administrative expenses	(150)	(504)	(565)
Other operating income	17	38	120
Other operating expense	(315)	(57)	(366)
Operating income (loss)	**(249)**	**92**	**(27)**
Financial income	21	107	58
thereof: interest income	*21*	*47*	*56*
Financial expense	(57)	(243)	(182)
thereof: interest expense	*(45)*	*(148)*	*(151)*
Income from investments accounted for using the equity method, net	1		4
Loss from continuing operations before income taxes	**(284)**	**(44)**	**(147)**
Income tax benefit (expense)	(13)	1	(41)
Loss from continuing operations	**(297)**	**(43)**	**(188)**
Loss from discontinued operations, net of income taxes	(587)	(327)	(3,559)
Net loss	**(884)**	**(370)**	**(3,747)**
Attributable to:			
Minority interests	(173)	(23)	(812)
Shareholders of Infineon Technologies AG	(711)	(347)	(2,935)
Basic and diluted earnings (loss) per share (in Euro)*:			
Shares in million			
Weighted average shares outstanding basic and diluted	750	749	750

Basic and diluted loss per share from continuing operations (in Euro)	(0.45)	(0.08)	(0.33)
Basic and diluted loss per share from discontinued operations (in Euro)	(0.50)	(0.38)	(3.58)
Basic and diluted loss per share	**(0.95)**	**(0.46)**	**(3.91)**

* Quarterly loss per share may not add up to year-to-date earnings (loss) per share due to rounding.

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Infineon EBIT

(According to IFRS Preliminary and Unaudited)

Infineon EBIT is defined as earnings (loss) before income (loss) from discontinued operations, net of tax, and before interest and taxes. The Company s management uses Infineon EBIT, among other measures, to establish budgets and operational goals, to manage the Company s business and to evaluate its performance. The Company reports Infineon EBIT because it believes that it provides investors with meaningful information about the operating performance of the Company and especially about the performance of its separate operating segments.

Because many operating decisions, such as allocations of resources to individual projects, are made on a basis for which the effects of financing the overall business and of taxation are of marginal relevance, management finds a metric that excludes the effects of interest on financing and tax expense useful. In addition, in measuring operating performance, particularly for the purpose of making internal decisions, such as those relating to personnel matters, it is useful for management to consider a measure that excludes items over which the individuals being evaluated have minimal control, such as enterprise-level taxation and financing.

Infineon EBIT is determined as follows from the condensed consolidated statements of operations, without adjustment to the U.S. GAAP or IFRS amounts presented:

	3 months ended	**For the years ended**	
in Euro million	**Sep 30, 08**	**Sep 30, 07**	**Sep 30, 08**
Net loss (US GAAP)	**(763)**	**(368)**	**(3,122)**
- Loss from discontinued operations, net of tax	519	296	2,987
- Income tax expense	26	69	61
- Interest expense (income), net	(2)	40	26
Total US GAAP Infineon EBIT	**(220)**	**37**	**(48)**
IFRS reconciliation differences	**(40)**	**20**	**(4)**
Total IFRS Infineon EBIT	**(260)**	**57**	**(52)**

Segment Profit

(According to IFRS Preliminary and Unaudited)

We have defined Segment Profit as Operating Income (Loss) in accordance with IFRS, net of asset impairments, restructuring and other related closure costs, stock-based compensation expense, acquisition-related amortization and gains/losses, gains/losses on sales of assets, businesses, or interests in subsidiaries, and other income/expense, including litigation settlement costs. Gains/losses on sales of assets, businesses, or interests in subsidiaries, include, among others, gains or losses that may be realized from potential sales of Qimonda shares or other investments and activities.

in Euro million	**3 months ended Sep 30, 08**	**For the year ended Sep 30, 08**
Operating loss	**(249)**	**(27)**
-Asset impairments	132	132
-Restructuring and other related closure costs	176	188
-Share-based compensation expense	1	5

-Acquisition-related amortization and losses	6	27
-Gains on sales of assets, businesses or interests in subsidiaries	(11)	(70)
-Other expense (income), net	4	3
Total Segment Profit	**59**	**258**

Segment Results
(According to IFRS Preliminary and Unaudited)

Revenue in Euro million	3 months Sep 30, 08	Sep 30, 07	For the years ended Sep 30, 08	+/- in %
Automotive, Industrial & Multimarket	767	3,017	2,963	(2)
Communication Solutions[1]	389	1,051	1,360	29
Other Operating Segments[2]	8	219	100	(54)
Corporate and Eliminations[3]	(11)	(213)	(102)	52
Total	**1,153**	**4,074**	**4,321**	**6**

EBIT in Euro million	3 months Sep 30, 08	Sep 30, 07	For the years ended Sep 30, 08	+/- in %
Automotive, Industrial & Multimarket	47	291	315	8
Communication Solutions	(3)	(165)	(73)	56
Other Operating Segments		(12)	(3)	75
Corporate and Eliminations	(264)	(77)	(287)	---
Total US GAAP Infineon EBIT	**(220)**	**37**	**(48)**	**---**
IFRS reconciliation differences	**(40)**	**20**	**(4)**	**---**
Total IFRS Infineon EBIT	**(260)**	**57**	**(52)**	**---**

(1) Includes sales of 1 million for the three months ended September 30, 2008, and of 30 million and 10 million for fiscal years ended September 30, 2007, and 2008, respectively, from sales of wireless communication applications to

Qimonda.

(2) Includes sales of 1 million for the three months ended September 30, 2008, and of 189 million and 79 million for fiscal years ended September 30, 2007 and 2008, respectively, from sales of wafers from Infineon s 200-millimeter facility in Dresden to Qimonda under a foundry agreement.

(3) Includes the elimination of sales of 2 million for the three months ended September 30, 2008, and of 219 million and 89 million for fiscal years ended September 30, 2007 and 2008, respectively, since these sales are not expected to be part of the Qimonda disposal plan.

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Condensed Consolidated Balance Sheets
(According to IFRS Preliminary and Unaudited)

in Euro million	**Sep 30, 07**	**Sep 30, 08**
Assets		
Current assets:		
Cash and cash equivalents	1,809	749
Available-for-sale financial assets	417	134
Trade and other receivables	1,138	799
Inventories	1,206	665
Income tax receivable	56	29
Other current financial assets	78	19
Other current assets	203	124
Assets classified as held for disposal	303	2,129
Total current assets	**5,210**	**4,648**
Property, plant and equipment	3,645	1,310
Goodwill and other intangible assets	334	443
Investments accounted for using the equity method	627	20
Deferred tax assets	588	400
Other financial assets	162	133
Other assets	33	28
Total assets	**10,599**	**6,982**

in Euro million	**Sep 30, 07**	Canada	17	12	6	— 35
Europe	50	11	2	—	63	
Global Total	245	227	135	13	620	

In addition to the stores listed above, the Wholesale segment operates sales and showroom facilities in London, New York City, Los Angeles and Chicago that are leased through 2019, 2023, 2024 and 2028, respectively.

Item 3. Legal Proceedings

We are party to various legal proceedings arising from normal business activities. Management believes that the ultimate resolution of these matters will not have a material adverse effect on our financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common shares are traded on the NASDAQ Global Select Market under the symbol "URBN."

Holders of Record

On March 26, 2019 there were 93 holders of record of our common shares.

Dividend Policy

Our current credit facility includes certain limitations on the payment of cash dividends on our common shares. We have not paid any cash dividends since our initial public offering and do not anticipate paying any cash dividends on our common shares in the foreseeable future.

Securities Authorized for Issuance Under Equity Compensation Plans

All of the Company's equity compensation plans have been approved by its shareholders. See Note 10, "Share-Based Compensation," in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K for details of the Company's equity compensation plans and outstanding awards.

Stock Performance

The following graph and table compares the cumulative total shareholder return on our common shares with the cumulative total return on the Standard and Poor's 500 Composite Stock Index and the Standard and Poor's 500 Apparel Retail Index for the period beginning January 31, 2014 and ending January 31, 2019, assuming the reinvestment of any dividends and assuming an initial investment of $100 in each. The comparisons in this table are required by the SEC and are not intended to forecast or be indicative of possible future performance of the common shares or the referenced indices.

	Base					
	Period	INDEXED RETURNS				
	Jan-14	Years Ended				
Company/Market/Peer Group		Jan-15	Jan-16	Jan-17	Jan-18	Jan-19
Urban Outfitters, Inc.	$100.00	$97.32	$63.87	$74.09	$95.22	$90.16

S&P 500	$100.00	$114.22	$113.45	$136.19	$172.16	$168.18
S&P 500 Apparel Retail	$100.00	$150.67	$168.06	$124.23	$120.63	$92.89

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Issuer Purchases of Equity Securities

A summary of the repurchase activity under our share repurchase program for the quarter ended January 31, 2019 is as follows:

Period	Total Number of Shares Purchased [1]	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs [2]
November 1, 2018 through November 30, 2018	—	$ —	—	16,402,153
December 1, 2018 through December 31, 2018	630,689	$ 31.96	630,689	15,771,464
January 1, 2019 through January 31, 2019	1,369,311	$ 31.93	1,369,311	14,402,153
Total Fiscal 2019 Fourth Quarter	2,000,000		2,000,000	14,402,153

(1) In addition to the shares repurchased under the share repurchase program, for the quarter ended January 31, 2019, the Company acquired and subsequently retired 254,181 common shares from employees to meet minimum statutory tax withholding requirements. These shares do not reduce the number of shares that may yet be purchased under our publicly announced share repurchase programs.

(2) On August 22, 2017, the Company's Board of Directors authorized the repurchase of 20,000,000 shares under a share repurchase program.

Item 6. Selected Financial Data

The following table sets forth selected consolidated income statement and balance sheet data for the periods indicated. The selected consolidated income statement and balance sheet data for each of the five fiscal years presented below is derived from our Consolidated Financial Statements. The data presented below should be read in conjunction with Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements of the Company and the related notes thereto, which appear elsewhere in this Annual Report on Form 10-K. The results of operations for past accounting periods are not necessarily indicative of the results to be expected for any future accounting period.

	Fiscal Year Ended January 31,				
	2019	2018	2017	2016	2015
	(in thousands, except share amounts and per share data)				
Income Statement Data:					

Net sales	$3,950,623	$3,616,014	$3,545,794	$3,445,134	$3,323,077
Gross profit	1,346,712	1,175,507	1,244,613	1,201,902	1,174,930
Income from operations	381,313	259,892	338,527	353,579	365,385
Net income [(1)]	298,003	108,263	218,120	224,489	232,428
Net income per common share—basic [(1)]	$2.75	$0.97	$1.87	$1.79	$1.70
Weighted average common shares outstanding—basic	108,303,594	111,887,308	116,873,023	125,232,499	136,651,899
Net income per common share—diluted [(1)]	$2.72	$0.96	$1.86	$1.78	$1.68
Weighted average common shares outstanding—diluted	109,706,007	112,367,924	117,291,117	126,013,414	138,192,734
Balance Sheet Data:					
Working capital	$816,112	$618,543	$528,469	$505,130	$455,377
Total assets	2,160,515	1,952,780	1,902,637	1,833,301	1,888,741
Total liabilities	671,417	651,877	589,553	696,074	560,772
Total shareholders’ equity	$1,489,098	$1,300,903	$1,313,084	$1,137,227	$1,327,969

(1) During the fiscal year ended 2018, we recorded an additional $64,705 in income tax expense related to a one-time charge on foreign earnings and profits and statutory rate changes on deferred taxes in relation to the Tax Act. During the fiscal year ended 2019, we recorded an additional $1,197 in income tax expense to adjust our initial provisional estimates for the Tax Act in our provision for income taxes.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We operate two reportable segments: a leading lifestyle specialty Retail segment and a Wholesale segment. Our Retail segment consists of our Anthropologie, Bhldn, Free People, Terrain and Urban Outfitters brands and our Food and Beverage division. Our Retail segment consumer products and services are sold directly to our customers through our stores, websites, mobile applications, catalogs, customer contact centers, franchised or third-party operated stores and digital businesses. The Wholesale segment sells through department and specialty stores worldwide, digital businesses and our Retail segment. The Wholesale segment primarily designs, develops and markets young women's contemporary casual apparel, intimates, FP Movement activewear and shoes under the Free People brand, home goods, including gifts, tabletop and textiles, under the Anthropologie brand and the BDG apparel collection under the Urban Outfitters brand.

Our fiscal year ends on January 31. All references to our fiscal years refer to the fiscal years ended on January 31 in those years. For example, our fiscal year 2019 ended on January 31, 2019.

Retail Segment

Our omni-channel strategy enhances our customers' brand experience by providing a seamless approach to the customer shopping experience. All available Company-owned shopping channels are fully integrated, including stores, websites, mobile applications, catalogs and customer contact centers. Our investments in areas such as marketing campaigns and technology advancements are designed to generate demand for the omni-channel and not the separate store or digital channels. Store sales are primarily fulfilled from that store's inventory, but may also be shipped from any of our fulfillment centers or from a different store location if an item is not available at the original store. Digital orders are primarily shipped to our customers through our fulfillment centers, but may also be shipped from any store, or a combination of fulfillment centers and stores depending on the availability of particular items. Digital orders may also be picked up at a store location, and customers may also return certain merchandise purchased through digital channels at store locations. As our customers continue to shop across multiple channels, we have adapted our approach towards meeting this demand. Due to the availability of like product in a variety of shopping channels, we source these products utilizing single SKUs based on the omni-channel demand rather than the demand of the separate channels. These and other technological capabilities allow us to better serve our customers and help us complete sales that otherwise may not have occurred due to out-of-stock positions. We manage and analyze our performance based on a single omni-channel rather than separate channels and believe that the omni-channel results present the most meaningful and appropriate measure of our performance.

Our comparable Retail segment net sales data is equal to the sum of our comparable store and comparable digital channel net sales. A store is considered to be comparable if it has been open at least 12 full months, unless it was materially expanded or remodeled within that year or was not otherwise operating at its full capacity within that year. A digital channel is considered to be comparable if it has been operational for at least 12 full months. Sales from stores and digital channels that do not fall within the definition of comparable store or channel are considered to be non-comparable. Franchise net sales and the effects of foreign currency translation are also considered non-comparable.

We monitor customer traffic, average unit selling price, transactions and average units per transaction at our stores, and we monitor customer sessions, average order value, conversion rates and average units per transaction on our websites and mobile applications. We believe that changes in any of these metrics may be caused by a response to our brands' fashion offerings, our marketing and digital marketing campaigns, circulation of our catalogs and an overall growth in brand recognition.

Urban Outfitters targets young adults aged 18 to 28 through a unique merchandise mix, compelling store environment, websites and mobile applications and a product offering that includes women's and men's fashion apparel, activewear, intimates, footwear, accessories, home goods, electronics and beauty. A large portion of our merchandise is exclusive to Urban Outfitters, consisting of an assortment of product designed internally and designed in collaboration with third-party brands. Urban Outfitters stores are in street locations in large metropolitan areas, select university communities, specialty centers and enclosed malls that accommodate our customers' propensity not only to shop, but also to congregate with their peers. Urban Outfitters operates websites and mobile applications in North America and Europe that capture the spirit of the brand by offering a similar yet broader selection of merchandise as found in its stores, sells merchandise through franchisee-owned stores in Israel, and partners with a third-party digital marketplace to offer a limited selection of merchandise, which is available in Asia. Urban Outfitters' North American and European Retail segment net sales accounted for approximately 30.5% and 8.2% of consolidated net sales, respectively, for fiscal 2019, compared to 30.8% and 7.9%, respectively, for fiscal 2018.

The Anthropologie Group consists of the Anthropologie, Bhldn and Terrain brands. Merchandise at the Anthropologie brand is tailored to sophisticated and contemporary women aged 28 to 45. Product assortment includes women's casual apparel, accessories, intimates, shoes, home furnishings, a diverse array of gifts and decorative items and beauty and wellness. The Bhldn brand emphasizes every element that contributes to a wedding. The Bhldn brand offers a curated collection of heirloom quality wedding gowns, bridesmaid frocks, party dresses, assorted jewelry, headpieces, footwear, lingerie and decorations. The Terrain brand is designed to appeal to women and men interested in a creative and sophisticated outdoor living and gardening experience. In addition to individual brand stores, we operate expanded format stores that include multiple Anthropologie Group brands, allowing us to present an expanded assortment of

products in certain categories. Merchandise includes lifestyle home, garden and outdoor living products, antiques, live plants, flowers, wellness products and accessories. Anthropologie Group stores are located in specialty centers, upscale street locations and enclosed malls. The Anthropologie Group operates websites and mobile applications in North America and Europe that capture the spirit of its brands by offering a similar yet broader selection of merchandise as found in its stores, offers catalogs in North America and Europe that market select merchandise, most of which is also available in Anthropologie brand stores, and partners with a third-party digital marketplace to offer a limited selection of merchandise, which is available in Asia. The Anthropologie Group's North American and European Retail segment net sales accounted for approximately 38.6% and 1.7% of consolidated net sales, respectively, for fiscal 2019, compared to 39.1% and 1.6%, respectively, for fiscal 2018.

Free People focuses its product offering on private label merchandise targeted to young contemporary women aged 25 to 30 and provides a unique merchandise mix of casual women's apparel, intimates, FP Movement activewear, shoes, accessories, home products, gifts and beauty and wellness. Free People stores are located in enclosed malls, upscale street locations and specialty centers. Free People operates websites and mobile applications in North America, Europe and Asia that capture the spirit of the brand by offering a similar yet broader selection of merchandise as found in its stores, as well as substantially all of the Free People wholesale offerings. Free People also offers a catalog that markets select merchandise, most of which is also available in our Free People stores, and partners with third-party digital marketplaces to offer a limited selection of merchandise, which is available in Asia. Free People's North American Retail segment net sales accounted for approximately 11.6% of consolidated net sales for fiscal 2019, compared to approximately 11.3% for fiscal 2018. Free People opened its first European retail stores in fiscal 2019. European Retail segment net sales accounted for less than 1.0% of consolidated net sales for fiscal 2019.

The Food and Beverage division focuses on a dining experience that provides excellence in food, beverage and service. Three new restaurants were opened in fiscal 2019. The Food and Beverage division net sales accounted for less than 1.0% of consolidated net sales for fiscal 2019 and fiscal 2018.

Net sales from the Retail segment accounted for approximately 91.2%, 91.3% and 91.9% of total consolidated net sales for fiscal 2019, 2018 and 2017, respectively.

Store data for fiscal 2019 was as follows:

	January 31, 2018	Stores Opened	Stores Closed	January 31, 2019
Urban Outfitters				
United States	180	1	(3)	178
Canada	18	—	(1)	17
Europe	47	4	(1)	50
Urban Outfitters Global Total	245	5	(5)	245
Anthropologie Group				
United States	204	3	(3)	204
Canada	12	—	—	12
Europe	10	1	—	11
Anthropologie Group Global Total	226	4	(3)	227
Free People				
United States	126	4	(3)	127
Canada	6	—	—	6
Europe	—	2	—	2
Free People Global Total	132	6	(3)	135

Food and Beverage				
United States	10	3	—	13
Food and Beverage Total	10	3	—	13
Total Company-Owned Stores	613	18	(11)	620
Franchisee-Owned Stores [(1)]	—	5	—	5
Total URBN	613	23	(11)	625

(1) Franchisee-owned stores are located in Israel.

We plan to open approximately 24 new Company-owned stores during fiscal 2020, including nine Urban Outfitters stores, three Anthropologie Group stores, ten Free People stores and two Food and Beverage restaurants. We plan to close approximately 13 Company-owned stores during fiscal 2020, including three Urban Outfitters stores, seven Anthropologie Group stores and three Free People stores, all due to lease expirations. We plan to open four Franchisee-owned stores during fiscal 2020, including two Urban Outfitters stores, one Anthropologie store and one Free People store. Within the United States and Canada, we are at or close to our desired maximum store count for the Urban Outfitters, Anthropologie and Free People brands. We plan for future store growth for all

three brands to come from expansion internationally, which may include opening stores in new and existing markets or entering into additional franchise or joint venture agreements. We plan for future digital channel growth to come from expansion domestically and internationally, including enhancing our presence in third-party digital marketplaces, such as Tmall in China and through our franchise partners. The Company is currently party to a franchise agreement for franchise locations in Israel and in fiscal 2019 signed a second franchise agreement to open stores in other Middle Eastern countries in fiscal 2020.

Wholesale Segment

Our Wholesale segment consists of the Free People, Anthropologie and Urban Outfitters brands that sell through approximately 2,200 department and specialty stores worldwide, third-party digital businesses and our Retail segment. The Wholesale segment primarily designs, develops and markets young women's contemporary casual apparel, intimates, FP Movement activewear and shoes under the Free People brand, home goods, including gifts, tabletop and textiles, under the Anthropologie brand and the BDG apparel collection under the Urban Outfitters brand. The Anthropologie wholesale division was established in fiscal 2018 and the Urban Outfitters wholesale division was established in fiscal 2019. Our Wholesale segment net sales accounted for approximately 8.8% of consolidated net sales for fiscal 2019, compared to 8.7% for fiscal 2018.

Critical Accounting Policies and Estimates

Our Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States. These generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses during the reporting period.

Our senior management has reviewed the critical accounting policies and estimates with the Audit Committee of our Board of Directors. Our significant accounting policies are described in Note 2, "Summary of Significant Accounting Policies," in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K. We believe that the following discussion addresses our critical accounting policies, which are those that are most important to the portrayal of our financial condition, results of operations and cash flows and require management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. If actual results were to differ significantly from estimates made, the reported results could be materially affected. We are not currently aware of any reasonably likely events or circumstances that would cause our actual results to be materially different from our estimates.

Revenue Recognition

Merchandise: Merchandise is sold through retail stores, catalogs and the digital sales channel, as well as to wholesale customers and franchise partners. Revenue is recognized when control of the promised goods is transferred to the customer. We have elected to treat shipping and handling as fulfillment activities and not a separate performance obligation. Accordingly, we will recognize revenue for our single performance obligation at the point of sale or at the time of shipment, which is when transfer of control to the customer occurs. Revenue does not include taxes assessed by governmental authorities, including value-added and other sales-related taxes, that are imposed on and concurrent with revenue-producing activities. Revenue is recognized net of estimated customer returns. Retail segment return policies vary by brand, but generally provide for no time limit on returns and the refund to be issued in either the form of original payment or as a gift card. Payment for merchandise is tendered primarily by cash, check, credit card, debit card or gift card. Uncollectible accounts receivable primarily results from unauthorized credit card transactions. We maintain an allowance for doubtful accounts for our Wholesale segment accounts receivable, which we review on a regular basis and believe is sufficient to cover potential credit losses and billing adjustments. Payment terms in our Wholesale segment vary by customer with the most common being a net 30-day policy.

Food and Beverage: Revenue from restaurant sales and events is recognized upon completion of the service, when we satisfy our single performance obligation. Customer deposits may be received in advance for events, which represents a contract liability until we satisfy our performance obligation.

Franchise Fees: Revenue from franchise operations primarily relates to merchandise sales to franchisees and royalty fees. Merchandise sales to franchisees are discussed above under Merchandise. Royalty fees are based upon a percentage of franchisee net sales to third party customers and are recognized when such sales occur.

Gift Cards: We account for a gift card transaction by recording a liability at the time the gift card is issued to the customer in exchange for consideration from the customer. At the time of issuance, we have an open performance obligation for the future delivery of promised goods or services. The liability remains outstanding until the card is redeemed by the customer, at which time we recognize revenue. Over time, a portion of the outstanding gift cards will not be redeemed by the customer which we refer to as “breakage”. Revenue is recognized from breakage over time in proportion to gift card redemptions. Judgment is used in determining the amount of breakage revenue to be recognized and is based on historical gift card redemption patterns. Gift card breakage revenue is included in net sales and is not material. Our gift cards do not expire.

Customer Loyalty Programs: We maintain a customer loyalty program under our Urban Outfitters brand. Under this program, customers can earn and accumulate points that convert to a reward coupon upon reaching a specified point threshold. Reward coupons

can be redeemed for merchandise discounts and expire 60 days after issuance. Outstanding reward coupons and points earned through sale activity represent a performance obligation. Revenue is deferred in an amount equal to the standalone selling price, taking into account expected future redemptions, and recognized at the earlier of redemption or expiration. Judgment is used in determining the expected future redemption rates. The redemption and expiration of reward coupons are included in net sales. There are no material accounting policies related to the AnthroPerks customer loyalty program outside of our general revenue recognition practices.

Sales Return Reserve

We record a reserve for estimated product returns where the sale has occurred during the period reported, but the return is likely to occur subsequent to the period reported. The reserve for estimated product returns is based on our most recent historical return trends. If the actual return rate is materially different than our estimate, sales returns would be adjusted in the future. Beginning February 1, 2018, with the adoption of the accounting standards update for revenue from contracts with customers, costs of returns are recorded as a current asset rather than net with the sales return reserve liability. As of January 31, 2019 and 2018, reserves for estimated sales returns totaled $52.0 million and $28.9 million, representing 7.7% and 4.4% of total liabilities, respectively.

Inventory

We value our inventory, which consists primarily of general consumer merchandise held for sale, at the lower of cost or net realizable value. Cost is determined on the first-in, first-out method and includes the cost of merchandise and import-related costs, including freight, import duties and taxes and agent commissions. A periodic review of inventory is performed in order to determine if inventory is properly stated at the lower of cost or net realizable value. Factors we consider in our review, such as future expected consumer demand and fashion trends, current aging, current and anticipated retail markdowns or wholesale discounts and class or type of inventory, are analyzed to determine estimated net realizable value. Criteria that we consider in our review of aging trends include average selling cycle and seasonality of merchandise, the historical rate at which merchandise has sold below cost during the prior 12 months and the value and nature of merchandise currently held in inventory and priced below original cost. A provision is recorded to reduce the cost of inventory to its estimated net realizable value, if appropriate. Any significant unanticipated changes in the factors noted above could have a significant impact on the value of our inventory and our reported operating results. Our estimates generally have been accurate, and our reserve methods have been applied on a consistent basis. We expect the amount of our provision and related inventory to increase over time as we increase our sales. The majority of inventory at January 31, 2019 and 2018 consisted of finished goods. Raw materials and work-in-process were not material to the overall inventory value. Inventory as of January 31, 2019 and 2018 totaled $370.5 million and $351.4 million, representing 17.1% and 18.0% of total assets, respectively.

Impairment of Long-lived Assets, Goodwill and Intangible Assets

We review the carrying values of our long-lived assets annually and periodically whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Events that result in an impairment review include plans to close a retail location, distribution or fulfillment center or a significant decrease in the operating results of a long-lived asset. Our retail locations are reviewed for impairment at the retail location level, which is the lowest level at which individual cash flows can be identified. Newly opened retail locations may take time to generate positive operating and cash flow results. Factors such as store type (e.g., mall versus free-standing), location (e.g., urban area versus college campus or suburb), current marketplace awareness of our brands, local customer demographic data and current fashion trends are all considered in determining the time frame required for a retail location to achieve positive financial results. When events indicate that an asset may be impaired and the estimated undiscounted cash flows are less than the carrying amount of the asset, the impaired asset is adjusted to its estimated fair value and an impairment loss is recorded. Goodwill has been assigned to reporting units for purposes of impairment testing. We evaluate goodwill to determine if the carrying value exceeds the fair value of the reporting unit. In assessing an asset for potential impairment, we make estimates regarding future operating results, cash flows

and estimated useful life. We have not made any material changes in the methodology to assess and calculate impairment of long-lived assets in the past three fiscal years. During fiscal 2019, we recorded impairment charges for four retail locations, totaling $3.5 million. During fiscal 2018, we recorded impairment charges for ten retail locations, totaling $11.4 million. During fiscal 2017, we recorded impairment charges for three retail locations, totaling $4.3 million. During our assessment of current and future performance, it was determined that these retail locations would not be able to generate sufficient cash flow over the expected remaining lease term to recover the remaining carrying value of the respective retail location assets. Impairment charges are included in “Cost of sales” in the Consolidated Statements of Income.

Accounting for Income Taxes

As part of the process of preparing our Consolidated Financial Statements, we are required to estimate our income taxes in each of the tax jurisdictions in which we operate. This process involves estimating our actual current tax obligations together with assessing temporary differences resulting from differing treatment of certain items for tax and accounting purposes, such as depreciation of property and equipment and valuation of inventories. These temporary differences result in deferred tax assets and liabilities, which are included within our Consolidated Balance Sheets. We then assess the likelihood that our deferred tax assets will be recovered from future taxable income. A valuation allowance is recognized if, based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax asset will not be realized. In making such a determination, we consider all material available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income,

tax-planning strategies and results of recent operations. Actual results could differ from this assessment if adequate taxable income is not generated in future periods. Net deferred tax assets as of January 31, 2019 and January 31, 2018 totaled $52.9 million and $46.2 million, respectively, each of which represented 2.4% of total assets.

To the extent we believe that recovery of a deferred tax asset is at risk, we establish valuation allowances. To the extent we establish valuation allowances or increase the allowances in a period, we record additional income tax expense in the Consolidated Statements of Income. Valuation allowances were $3.9 million as of January 31, 2019 and $9.5 million as of January 31, 2018. Valuation allowances are based on evidence of our ability to generate sufficient taxable income in certain foreign and state jurisdictions. In the future, if enough evidence of our ability to generate sufficient future taxable income in these jurisdictions becomes apparent, we would be required to reduce our valuation allowances, resulting in a reduction in “Income tax expense” in the Consolidated Statements of Income. On a quarterly basis, management evaluates the likelihood that we will realize the deferred tax assets and adjusts the valuation allowances, if appropriate.

We record uncertain tax positions on the basis of a two-step process whereby (1) we determine whether it is more-likely-than-not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with the related tax authority.

Our tax liability for uncertain tax positions contains uncertainties because we are required to make assumptions and to apply judgment to estimate the exposures associated with our various filing positions. Although we believe that the judgments and estimates discussed herein are reasonable, actual results may differ, and we may be exposed to income tax expenses or benefits that could be material.

We consider certain earnings of non-U.S. subsidiaries to be indefinitely invested outside the United States on the basis of estimates that future United States cash generation will be sufficient to meet future United States cash needs and our specific plans for reinvestment of those subsidiaries’ earnings. Should we decide to repatriate the foreign earnings, we would need to adjust our income tax provision in the period we determined that the earnings will no longer be indefinitely invested outside the United States.

The SEC issued Staff Accounting Bulletin No. 118 (“SAB No. 118”), which allowed registrants to record provisional estimates for the Tax Act during a measurement period not to exceed one year from its enactment date, December 22, 2017. While management has completed its analysis within the applicable measurement period, pursuant to SAB No. 118, we are accounting for the income tax impacts of the provisions of U.S. tax reform based on the interpretation of existing statutory law, including guidance issued by the U.S. Treasury Department and the IRS. During the second half of fiscal 2019, the U.S. Treasury Department and the IRS issued certain proposed regulations addressing new provisions such as Global Intangible Low-Taxed Income, Base Erosion and Anti-abuse Tax, Foreign Tax Credit and the Anti-hybrid Regulations. The Tax Act requires complex computations to be performed that were not previously required by U.S. tax law, significant judgments to be made in interpretation of the provisions of the U.S. Tax Act, significant estimates in calculations, and the preparation and analysis of information not previously relevant or regularly produced. The U.S. Treasury Department, the IRS and other standard-setting bodies will continue to interpret or issue guidance on how provisions of the Tax Act will be applied or otherwise administered. As future guidance is issued, we may make adjustments to amounts that we have previously recorded that may impact our provision for income taxes in the period in which the adjustments are made.

See Note 9, “Income Taxes,” in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K for a further description of provisional amounts recorded related to the Tax Act in fiscal 2019 and fiscal 2018.

Accounting for Contingencies

From time to time, we are named as a defendant in legal actions arising from our normal business activities. We are required to record a reserve for estimated losses when information available prior to issuance of our financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. Accounting for contingencies arising from contractual disputes or legal proceedings requires management to use its best judgment when estimating an accrual related to such contingencies. As additional information becomes known, our reserves for loss contingencies could fluctuate, thereby creating variability in our results of operations from period to period. Likewise, an actual loss arising from a loss contingency which significantly exceeds our reserve could have a material adverse impact on our operating results for the period in which such actual loss becomes known. We believe that our reserves adequately reflect the anticipated final outcome of any matter currently pending against us and the ultimate settlement of such matters will not materially affect our financial position or results of operations.

Share-Based Compensation

Accounting for share-based compensation requires measurement of compensation cost for all share-based awards at fair value on the date of grant and recognition of compensation over the service period.

We use a Black-Scholes model to determine the fair value of our stock options. This model uses assumptions including the risk-free rate of interest, expected volatility of our stock price and expected life of the awards. A Monte Carlo simulation, which utilizes similar

assumptions, is used to determine the fair value of performance-based awards. We review our assumptions and the valuations provided by independent third-party valuation advisors in order to determine the fair value of share-based compensation awards at the date of grant. The assumptions used in calculating the fair value of these share-based payment awards represent our best estimates, but these estimates involve inherent uncertainties and the application of judgment. Changes in these assumptions can materially affect the fair value estimate.

Additionally, we make certain estimates about the number of awards that will become vested under performance-based incentive plans. We record expense for performance-based awards based on our current expectations of the probable number of awards that will ultimately vest. The estimation of awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised and could be materially different from share-based compensation expense recorded in prior periods.

Beginning in fiscal 2018, we elected to account for forfeitures as they occur rather than estimate the expected forfeitures. During fiscal 2017, we estimated the expected forfeiture rate and we considered many factors when estimating expected forfeitures, including types of awards and historical experience.

Results of Operations

As a Percentage of Net Sales

The following table sets forth, for the periods indicated, the percentage of our net sales represented by certain income statement data and the change in certain income statement data from period to period. This table should be read in conjunction with the discussion that follows:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Net sales	100.0%	100.0%	100.0%
Cost of sales	65.9	67.5	64.9
Gross profit	34.1	32.5	35.1
Selling, general and administrative expenses	24.4	25.3	25.6
Income from operations	9.7	7.2	9.5
Interest income	0.2	0.1	0.1
Other income	—	—	0.1
Other expenses	(0.1)	(0.1)	(0.2)
Income before income taxes	9.8	7.2	9.5
Income tax expense (1)	2.3	4.2	3.3
Net income (1)	7.5 %	3.0 %	6.2 %
Period over Period Change:			
Net sales	9.3 %	2.0 %	2.9 %
Gross profit	14.6 %	-5.6 %	3.6 %
Income from operations	46.7 %	-23.2 %	-4.3 %
Net income (1)	175.3%	-50.4 %	-2.8 %

(1) During fiscal 2018, we recorded an additional $64.7 million in income tax expense related to a one-time charge on foreign earnings and profits and statutory rate changes on deferred taxes in relation to the Tax Act. During fiscal

2019, we recorded an additional $1.2 million in income tax expense to adjust our initial provisional estimates for the Tax Act in our provision for income taxes.

Fiscal 2019 Compared to Fiscal 2018

Net sales in fiscal 2019 increased by 9.3% to $4.0 billion, from $3.6 billion in fiscal 2018. The $334.6 million increase was attributable to a $304.5 million, or 9.2%, increase in Retail segment net sales and a $30.1 million, or 9.5%, increase in Wholesale segment net sales. Retail segment net sales for fiscal 2019 accounted for 91.2% of total net sales compared to 91.3% of total net sales during fiscal 2018.

The growth in our Retail segment net sales during fiscal 2019 was due to an increase of $256.1 million, or 8.2%, in Retail segment comparable net sales, which includes our digital channel, and an increase of $48.4 million in non-comparable net sales, including new store and franchise net sales. Retail segment comparable net sales increased 11.4% at Free People, 8.0% at Urban Outfitters and 7.5% at the Anthropologie Group. The increase in Retail segment comparable net sales was driven by continued growth in the digital channel and positive comparable store net sales. The digital channel net sales increase was driven by increases in average order value, sessions and conversion rate, while units per transaction was flat. Positive comparable store net sales resulted from an increase in average unit selling price, partially offset by decreases in transactions, units per transaction and store traffic. The increase in net sales attributable to non-comparable sales was primarily due to the net impact of opening 36 new stores and restaurants and closing 22 stores and restaurants since the prior comparable period.

The increase in Wholesale segment net sales during fiscal 2019, as compared to fiscal 2018, was due to an increase of 6.8% for the Free People brand, primarily resulting from an increase in domestic sales to department stores, specialty stores and digital businesses due to growth in several categories, including women's apparel, intimates and FP Movement activewear. The segment increase was also due to the launch of the Anthropologie home goods wholesale business in the third quarter of fiscal 2018 and the launch of the Urban Outfitters BDG apparel collection wholesale business in fiscal 2019.

Gross profit percentage in fiscal 2019 increased to 34.1% of net sales, from 32.5% of net sales in fiscal 2018. Gross profit increased to $1.35 billion in fiscal 2019 compared to $1.18 billion in fiscal 2018. The increase in gross profit percentage was primarily driven by lower markdowns at all three brands, leverage in store occupancy cost due to increases in Retail segment comparable net sales and a lower level of impairment costs.

Total inventory at January 31, 2019 increased by $19.1 million, or 5.4%, to $370.5 million from $351.4 million at January 31, 2018. Comparable Retail segment inventory increased 2.7% at cost.

Selling, general and administrative expenses increased by $49.8 million, or 5.4%, to $965.4 million, in fiscal 2019, from $915.6 million in fiscal 2018. Selling, general and administrative expenses as a percentage of net sales decreased in fiscal 2019 to 24.4% of net sales, compared to 25.3% of net sales for fiscal 2018. The dollar growth in selling, general and administrative expenses was primarily due to increased direct selling and marketing expenses to support and drive the increase in Retail segment net sales and higher bonus and share-based compensation expense. The leverage for the year ended January 31, 2019 was primarily driven by the net sales growth and further benefited from continued savings associated with the fiscal 2018 store reorganization project and the nonrecurring store reorganization expenses incurred in fiscal 2018.

Income from operations increased to 9.7% of net sales, or $381.3 million, for fiscal 2019 compared to 7.2%, or $259.9 million, for fiscal 2018.

Our effective tax rate for fiscal 2019 was 22.7% of income before income taxes compared to 58.6% of income before income taxes in fiscal 2018. The decrease in the effective tax rate was primarily due to a one-time expense related to the Tax Act in fiscal 2018 of $64.7 million, which was nonrecurring, and the decrease in federal corporate income tax rate enacted as part of the Tax Act. See Note 9, "Income Taxes," in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K, for a reconciliation of the statutory U.S. federal income tax rate to our effective tax rate.

Fiscal 2018 Compared to Fiscal 2017

Net sales in fiscal 2018 increased by 2.0% to $3.6 billion, from $3.5 billion in fiscal 2017. The $70.2 million increase was attributable to a $42.8 million, or 1.3%, increase in Retail segment net sales and a $27.4 million, or 9.5%, increase in Wholesale segment net sales. Retail segment net sales for fiscal 2018 accounted for 91.3% of total net sales compared to 91.9% of total net sales during fiscal 2017.

The growth in our Retail segment net sales during fiscal 2018 was due to an increase of $43.6 million in non-comparable net sales, including new store net sales, partially offset by a decrease of $0.8 million in Retail segment comparable net sales, which includes our digital channel. Retail segment comparable net sales increased 4.9% at Free People and 0.5% at Anthropologie Group and decreased 1.8% at Urban Outfitters. The decrease in Retail segment comparable net sales was driven by negative comparable store net sales, which were partially offset by continued growth in the digital channel. Negative comparable store net sales resulted from decreased transactions and average unit selling price, while units per transaction remained flat. Store traffic was also flat, with declines in North America offsetting growth in Europe. The digital channel net sales increase was driven by an increase in sessions and

conversion rate, which more than offset a decrease in average order value. The increase in net sales attributable to non-comparable sales was primarily the result of operating 31 net new stores and restaurants in fiscal 2018 that were not in operation for the full comparable period of fiscal 2017.

The increase in Wholesale segment net sales during fiscal 2018, as compared to fiscal 2017, was primarily due to domestic and international growth at department stores, specialty stores and customer websites. Wholesale sales growth was driven by an increase in units sold that was partially offset by a decrease in average unit selling price.

Gross profit percentage in fiscal 2018 decreased to 32.5% of net sales, from 35.1% of net sales in fiscal 2017. Gross profit decreased to $1.18 billion in fiscal 2018 compared to $1.24 billion in fiscal 2017. The decline in gross profit rate was driven by deleverage in delivery and logistics expenses, lower initial merchandise markups and higher merchandise markdowns. The deleverage in delivery and logistics expenses was primarily due to the increased penetration of the digital channel and increased international and furniture shipments. Lower initial merchandise markups were primarily due to product mix, and higher merchandise markdowns were primarily due to underperforming product at Anthropologie and Urban Outfitters. Total inventory at January 31, 2018 increased by $12.8 million, or 3.8%, to $351.4 million from $338.6 million at January 31, 2017. The increase in inventory related to a 3.2% increase in comparable Retail segment inventory at cost.

Selling, general and administrative expenses increased by $9.5 million, or 1.1%, to $915.6 million, in fiscal 2018, from $906.1 million in fiscal 2017. Selling, general and administrative expenses as a percentage of net sales decreased in fiscal 2018 to 25.3%

of net sales, compared to 25.6% of net sales for fiscal 2017. The leverage was primarily due to the net savings associated with our store reorganization project, partially offset by increased investments in digital marketing. The increase in expense was primarily related to increased investments in digital marketing.

Income from operations decreased to 7.2% of net sales, or $259.9 million, for fiscal 2018 compared to 9.5%, or $338.5 million, for fiscal 2017.

Our effective tax rate for fiscal 2018 was 58.6% of income before income taxes compared to 35.5% of income before income taxes in fiscal 2017. The increase in the effective tax rate was primarily due to a one-time expense of $64.7 million, which includes tax expense associated with the deemed repatriation transition tax on our unremitted foreign earnings and the revaluation of our net U.S. deferred tax assets as a result of the lower federal rate. See Note 9, “Income Taxes,” in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K, for a reconciliation of the statutory U.S. federal income tax rate to our effective tax rate.

Liquidity and Capital Resources

Cash, cash equivalents and marketable securities were $694.8 million as of January 31, 2019, as compared to $506.0 million as of January 31, 2018 and $403.5 million as of January 31, 2017. During fiscal 2019, we generated $446.6 million in cash from operations, repurchased $121.4 million in common shares under our share repurchase program and invested $114.9 million in property and equipment. Our working capital was $816.1 million at January 31, 2019 compared to $618.5 million at January 31, 2018 and $528.5 million at January 31, 2017.

During the last three years, we have satisfied our cash requirements primarily through our cash flow from operating activities. In addition to repurchasing our common shares and repaying long-term debt borrowings, our primary uses of cash have been to open new stores, purchase inventory, fund store operations, invest in our omni-channel capabilities, make digital investments and expand our home offices and fulfillment centers.

Cash Flows from Operating Activities

Cash provided by operating activities for fiscal 2019 increased by $143.5 million to $446.6 million from $303.1 million in fiscal 2018. Cash provided by operating activities for fiscal 2018 decreased by $112.2 million from $415.3 million in fiscal 2017. For all periods, our major source of cash from operations was merchandise sales and our primary outflow of cash for operations was for the payment of operational costs. The increase in cash flows from operations in fiscal 2019 was primarily due to higher net income.

Cash Flows from Investing Activities

Cash used in investing activities during fiscal 2019 increased by $123.1 million to $244.5 million from $121.4 million in fiscal 2018. Cash used in investing activities during fiscal 2018 decreased by $113.2 million from $234.6 million in fiscal 2017. Cash used in investing activities in fiscal 2019 and 2018 primarily related to purchases of marketable securities and property and equipment, partially offset by the sales and maturities of marketable securities. Cash paid for property and equipment for fiscal 2019, 2018 and 2017 was $114.9 million, $83.8 million and $143.7 million, respectively, which was primarily used to expand our store base.

Cash Flows from Financing Activities

Cash used in financing activities during fiscal 2019 decreased by $41.2 million to $118.0 million from $159.2 million in fiscal 2018. Cash used in financing activities during fiscal 2018 decreased by $34.5 million from $193.7 million in fiscal 2017. Cash used in financing activities in fiscal 2019 and 2018 primarily related to $121.4 million and $157.0 million, respectively, of repurchases of our common shares under our share repurchase programs. Cash used in financing activities in fiscal 2017 primarily related to $150.0 million in repayments of long-term debt and

$45.8 million of repurchases of our common shares under our share repurchase program.

Credit Facilities

On June 29, 2018, we entered into an amended and restated credit agreement (the “Amended Credit Agreement”) that amended our asset-based revolving credit facility with certain lenders, including JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Chase Bank, N.A. and Wells Fargo Bank, National Association, as joint lead arrangers and co-book managers.

The Amended Credit Agreement extended the maturity date of the senior secured revolving credit facility to June 2023 (the “Amended Credit Facility”). The Amended Credit Facility provides for loans and letters of credit up to $350.0 million, subject to a borrowing base that is comprised of our eligible accounts receivable and inventory. The Amended Credit Facility includes a swing-line sub-facility, a multicurrency sub-facility and the option to expand the facility by up to $150.0 million. The funds available under the Amended Credit Facility may be used for working capital and other general corporate purposes.

The Amended Credit Facility provides for interest on borrowings, at our option, at either (i) adjusted LIBOR, CDOR or EURIBOR plus an applicable margin ranging from 1.125% to 1.375%, or (ii) an adjusted ABR plus an applicable margin ranging from 0.125% to 0.375%, each such applicable margin depending on the level of availability under the Amended Credit Facility. Depending on the type of

borrowing, interest on the Amended Credit Agreement is payable monthly, quarterly or at the end of the interest period. A commitment fee of 0.20% is payable quarterly on the unused portion of the Amended Credit Facility.

All obligations under the Amended Credit Facility are unconditionally guaranteed by the Company and certain of its U.S. subsidiaries. The obligations under the Amended Credit Facility are secured by a first-priority security interest in inventory, accounts receivable and certain other assets of the Company and certain of its U.S. subsidiaries. The obligations of URBN Canada Retail, Inc. are secured by a first-priority security interest in its inventory, accounts receivable and certain other assets. The Amended Credit Agreement contains customary representations and warranties, negative and affirmative covenants and provisions relating to events of default.

As of January 31, 2019, we were in compliance with all terms of the Amended Credit Agreement and there were no borrowings under the Amended Credit Facility. Outstanding stand-by letters of credit, which reduce the funds available under the Amended Credit Facility, were $13.2 million at January 31, 2019.

Additionally, we have borrowing agreements with two separate financial institutions under which we may borrow an aggregate of $130.0 million for the purposes of trade letter of credit issuances. The availability of any future borrowings under the trade letter of credit facilities is subject to acceptance by the respective financial institutions. As of January 31, 2019, we had $70.9 million in outstanding trade letters of credit, and $59.1 million available for future trade letters of credit under these facilities.

Capital and Operating Expenditures

During fiscal 2020, we plan to construct and open approximately 24 new Company-owned retail locations, expand or relocate certain existing retail locations, upgrade our systems, improve and expand our digital capabilities, invest in omni-channel marketing, expand our fulfillment capabilities, invest in new products and markets, purchase inventory for our operating segments at levels appropriate to maintain our planned sales growth and repurchase common shares. We believe that our new store openings, merchandise expansion programs, international growth opportunities and our marketing, social media, website and mobile initiatives are significant contributors to our Retail segment sales growth. During fiscal 2020, we plan to continue our investment in these initiatives for all brands. We anticipate our capital expenditures during fiscal 2020 to be approximately $260 million, a portion of which will be to support new and expanded fulfillment and distribution centers. All fiscal 2020 capital expenditures are expected to be financed by cash flow from operating activities. We believe that our new store investments have the potential to generate positive cash flow within a year. We may also enter into one or more acquisitions or transactions related to the expansion of our brand offerings, including additional franchise and joint venture agreements. We believe that our existing cash and cash equivalents, availability under our current credit facilities and future cash flows provided by operations will be sufficient to fund these initiatives.

Share Repurchases

See Note 11, “Shareholders’ Equity,” in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K for certain financial information regarding the Company’s share repurchases.

Contractual Obligations

The following table summarizes our contractual obligations as of January 31, 2019:

		Payments Due by Period (in thousands)			
Description	Total	Less Than	One to	Three to	More Than

	Obligations	One Year	Three Years	Five Years	Five Years
Operating leases (1)	$1,712,893	$294,527	$491,805	$367,906	$558,655
Purchase commitments (2)	511,410	507,988	3,422	—	—
Tax payable (3)	31,348	1,496	5,686	8,174	15,992
Construction contracts (4)	49,118	49,118	—	—	—
Total contractual obligations	$2,304,769	$853,129	$500,913	$376,080	$574,647

(1) Includes store operating leases, which generally provide for payment of direct operating costs in addition to rent. The obligation amounts shown above only reflect our future minimum lease payments as the direct operating costs fluctuate over the term of the lease. Additionally, there are 35 locations where a percentage of sales are paid, in lieu of a fixed minimum rent, that are not reflected in the above table. Total rent expense related to these 35 locations was approximately $4,198 for fiscal 2019. It is common for the lease agreements for our European locations to allow for the landlord to adjust the minimum rental due to the current market rates multiple times during the lease term. The table above includes our current contractual payments for these locations. Amounts noted above include commitments for 11 executed leases for new and relocated stores and fulfillment centers not opened as of January 31, 2019 as well as one ground lease with Waterloo Devon, LP, a related party. See Note 15, “Related Party Transactions,” in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information regarding this ground lease.

(2) Includes merchandise commitments, which are cancellable with no or limited recourse available to the vendor until the merchandise shipping date, as well as commitments for products and services, including information technology contracts used in the normal course of business.

(3) Represents one-time transition tax payable related to cash taxes payable in future years as a result of the Tax Act. For further information, refer to Note 9, "Income Taxes," in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K. Excluded from the above table are tax contingencies of $22,272 because we cannot reasonably estimate in which future periods these amounts will ultimately be settled. As a result, the $22,272 liability was classified as a non-current liability in the Company's Consolidated Balance Sheets as of January 31, 2019.

(4) Includes construction contracts with contractors that are fully satisfied upon the completion of construction, which is typically within 12 months. Construction contracts less than one year include $46,926 related to the fulfillment center in Indiana, Pennsylvania.

Commercial Commitments

The following table summarizes our commercial commitments as of January 31, 2019:

		Amount of Commitment Per Period (in thousands)			
Description	Total Amounts Committed	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years
Trade letters of credit (1)	$ 70,850	$70,850	$ —	$ —	$ —
Stand-by letters of credit (2)	13,243	13,243	—	—	—
Total commercial commitments	$ 84,093	$84,093	$ —	$ —	$ —

(1) Consists primarily of outstanding letter of credit commitments in connection with import inventory purchases.

(2) Consists primarily of stand-by letters of credit for customs, construction and insurance.

Off-Balance Sheet Arrangements

As of and for the three fiscal years ended January 31, 2019, except for operating leases entered into in the normal course of business, we were not party to any material off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Other Matters

Recent Accounting Pronouncements

See Note 2, "Summary of Significant Accounting Policies —Recent Accounting Pronouncements," in the Notes to our Consolidated Financial Statements included in this Annual Report on Form 10-K for a description of recently adopted and issued accounting pronouncements.

Seasonality and Quarterly Results

Our business experiences seasonal fluctuations in net sales and net income, with a more significant portion typically realized in the second half of each year predominantly due to the year-end holiday period. Historically, and consistent with the retail industry, the seasonality also impacts our working capital requirements, particularly with regard to inventory. The following tables set forth our net sales, gross profit, net income and net income per common share (basic and diluted) for each quarter during the last two fiscal years and the amount of such net sales and net income, respectively, as a percentage of annual net sales and annual net income. The unaudited financial information has been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

	Fiscal 2019 Quarter Ended (1)			
	April 30, 2018	July 31, 2018	Oct. 31, 2018	Jan. 31, 2019
	(dollars in thousands, except per share data)			
Net sales	$855,688	$992,454	$973,533	$1,128,948
Gross profit (2)	280,660	355,844	337,698	372,510
Net income (3)	41,260	92,809	77,520	86,414
Net income per common share—basic	0.38	0.85	0.71	0.81
Net income per common share—diluted	0.38	0.84	0.70	0.80
As a Percentage of Fiscal Year:				
Net sales	22 %	25 %	24 %	29 %
Net income	14 %	31 %	26 %	29 %

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	Fiscal 2018 Quarter Ended (1)			
	April 30, 2017	July 31, 2017	Oct. 31, 2017	Jan. 31, 2018
	(dollars in thousands, except per share data)			
Net sales	$761,190	$872,931	$892,774	$1,089,119
Gross profit (4)	239,780	297,343	297,746	340,638
Net income (5)	11,938	49,915	45,092	1,318
Net income per common share—basic	0.10	0.44	0.41	0.01
Net income per common share—diluted	0.10	0.44	0.41	0.01
As a Percentage of Fiscal Year:				
Net sales	21 %	24 %	25 %	30 %
Net income	11 %	46 %	42 %	1 %

(1) The sum of the quarterly per share amounts may not equal per share amounts reported for year-to-date periods due to changes in the number of weighted-average shares outstanding and the effects of rounding for each period.
(2) Included in gross profit for the quarter ended January 31, 2019 were $3,544 of impairment charges related to four retail locations.
(3) Included in net income for the quarter ended January 31, 2019 were $3,544 of impairment charges related to four retail locations, ($920) of the income tax impact of the impairment charges and an additional $1,197 in income tax expense to adjust the initial provisional estimates for the Tax Act in the provision for income taxes.
(4) Included in gross profit for the quarter ended January 31, 2018 were $11,410 of impairment charges related to ten retail locations.
(5) Included in net income for the quarter ended January 31, 2018 were $11,410 of impairment charges related to ten retail locations, $2,061 loss on disposal of one restaurant, ($4,450) of the income tax impact of impairment charges and loss on disposal and an additional $64,705 in income tax expense related to a one-time charge on foreign earnings and profits and statutory rate changes on deferred taxes in relation to the Tax Act.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to the following types of market risks—fluctuations in the purchase price of merchandise, as well as other goods and services, the value of foreign currencies in relation to the U.S. dollar and changes in interest rates. Due to our inventory turnover rate and our historical ability to pass through the impact of any generalized changes in our cost of goods to our customers through pricing adjustments, commodity and other product risks are not expected to be material. We purchase the majority of our merchandise in U.S. dollars, including a majority of the goods for our stores located in Canada and a portion of the goods for our stores located in Europe.

Our exposure to market risk for changes in foreign currencies is due to our financial statements being presented in U.S. dollars and our international subsidiaries transacting in currencies other than U.S. dollars. Fluctuations in exchange rates in effect during or at the end of the reporting period may affect the value of the reported amounts of revenues, expenses, assets and liabilities. As we expand our international operations, the potential impact of currency fluctuations increases.

Our exposure to market risk for changes in interest rates relates to our cash, cash equivalents and marketable securities and the Credit Facility. As of January 31, 2019 and 2018, our cash, cash equivalents and marketable securities consisted primarily of cash on hand and in banks, money market accounts, municipal and pre-refunded municipal bonds rated “BBB” or better, corporate bonds rated “BBB” or better, certificates of deposit and mutual funds. Due to the short average maturity and conservative nature of our investment portfolio, we believe a 100 basis point change in interest rates would not have a material effect on the Consolidated Financial Statements. As the interest rates on a material portion of our cash, cash equivalents and marketable securities are variable, a change in interest rates earned on the cash, cash equivalents and marketable securities would impact interest income along with cash flows, but

would not impact the fair market value of the related underlying instruments.

We are exposed to market risks relating to changes in interest rates on outstanding borrowings under our Credit Facility because these borrowings bear interest at variable rates. A 100 basis point change in our applicable interest rate would not have a material impact to interest expense for the year ended January 31, 2019.

Item 8. Financial Statements and Supplementary Data

The information required by this Item is incorporated by reference from Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations—Seasonality and Quarterly Results and from our Consolidated Financial Statements and related notes thereto.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended. Based on this review, the Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of January 31, 2019.

Management’s Annual Report on Internal Controls Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in the Securities Exchange Act Rule 13a-15(f). Our system of internal control is designed to provide reasonable, not absolute, assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our system of internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that the Company’s internal control over financial reporting was effective as of January 31, 2019.

The effectiveness of internal control over financial reporting as of January 31, 2019 was audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report that is included on page 30 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

During the quarter ended January 31, 2019, we enhanced our controls as part of our efforts to adopt an accounting standards update that amends the existing accounting standards for lease accounting. Our control enhancements related to monitoring the adoption process, gathering the necessary data to properly account for leases under the new standard and implementing new controls in our existing IT system to capture, calculate, and account for leases.

There were no other changes in the Company’s internal control over financial reporting during the Company’s fourth quarter of fiscal 2019 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Item 9B. Other Information

None.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Urban Outfitters, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Urban Outfitters, Inc. and subsidiaries (the “Company”) as of January 31, 2019, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2019, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of January 31, 2019, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for the year ended January 31, 2019, and our report dated April 1, 2019, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Philadelphia, Pennsylvania

April 1, 2019

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth the name, age and position of each of our executive officers and directors:

Name	Age	Position
Richard A. Hayne	71	Chairman of the Board and Chief Executive Officer
Francis J. Conforti	43	Chief Financial Officer
Trish Donnelly	52	Chief Executive Officer, Urban Outfitters Group
Azeez Hayne	42	General Counsel and Corporate Secretary
Margaret A. Hayne (1)	60	Chief Executive Officer, Free People Brand; Chief Creative Officer, Urban Outfitters, Inc.; Director
Calvin Hollinger	54	Chief Operating Officer
Edward N. Antoian (2)	63	Director
Sukhinder Singh Cassidy (3)(4)	49	Director
Harry S. Cherken, Jr. (4)	69	Director
Scott Galloway (1)	54	Director
Robert L. Hanson (2)(3)	56	Director
Elizabeth A. Lambert (3)(4)	55	Director
Joel S. Lawson III (2)	71	Director
Wesley McDonald	56	Nominee for Director
Todd R. Morgenfeld	46	Nominee for Director

(1) Member of the Innovation Committee.
(2) Member of the Audit Committee.
(3) Member of the Compensation and Leadership Development Committee.
(4) Member of the Nominating and Governance Committee.

Mr. R. Hayne co-founded Urban Outfitters in 1970. He has been Chairman of the Board of Directors since the Company's incorporation in 1976 and, until February 2016, also served as the Company's President. Mr. R. Hayne served as the Company's principal executive officer until 2007 and again beginning in January 2012. Margaret A. Hayne, Chief Executive Officer of Free People, Chief Creative Officer of Urban Outfitters, Inc. and a director of the Company, is Mr. R. Hayne's spouse. Mr. R. Hayne's long tenure leading the Company as Chairman of the Board of Directors, his tenure as principal executive officer and his exceptional leadership skills make him uniquely qualified to serve as a director.

Mr. Conforti joined the Company in March 2007 as Director of Finance and SEC Reporting. After being promoted to Controller and then to Chief Accounting Officer, he was appointed Chief Financial Officer in April 2012. Prior to joining the Company, Mr. Conforti, a Certified Public Accountant, worked for AlliedBarton Security Services, LLC for five years, serving as Controller for three years. Mr. Conforti began his career at KPMG in 1998 where he held various audit roles.

Ms. Donnelly joined the Company in July 2014 as North American Brand President, Urban Outfitters Group and was promoted to Chief Executive Officer of Urban Outfitters Group in February 2016. Prior to joining the Company Ms. Donnelly served as President of Steven Alan from 2011-2014. Previously, Ms. Donnelly spent more than seven years at J. Crew as the Executive Vice President of J. Crew Direct. Ms. Donnelly began her career in various merchandising roles at Ralph Lauren.

Mr. A. Hayne joined the Company in February 2015 as Associate General Counsel and was appointed General Counsel and Corporate Secretary in June 2015. Before joining the Company, Mr. A. Hayne worked for Morgan Lewis & Bockius LLP, serving as a partner in their Labor & Employment Practice Group from October 2010 through January 2015. After graduating from the University of Virginia School of Law in 2001, Mr. A. Hayne began his legal career in Pepper Hamilton LLP's Commercial Litigation department before moving to Morgan Lewis & Bockius LLP in July 2003. Richard A. Hayne, the Company's current Chairman and Chief Executive Officer, is Mr. A. Hayne's uncle.

Ms. Hayne joined the Company in August 1982. She is a 43-year veteran of the retail and wholesale industry and has served as Chief Executive Officer of Free People since August 2016 and as Chief Creative Officer of Urban Outfitters, Inc. since November 2013. Ms. Hayne previously served as President of Free People from March 2007 until August 2016. Richard A. Hayne, the Company's current Chairman and Chief Executive Officer, is Ms. Hayne's spouse. As an employee of the Company for over 30 years and a director since 2013, Ms. Hayne brings a wealth of both Company-specific and industry-wide knowledge and experience to the Board of Directors.

Mr. Hollinger joined the Company in November 2004 as Chief Information Officer. He was subsequently promoted to Chief Administrative Officer and then assumed his current role of Chief Operating Officer in 2015. In his current role, he is responsible for overseeing the Company's information technology, logistics, construction and facilities, talent acquisition and executive development, compensation and customer contact center. Prior to joining the Company, Mr. Hollinger held various senior leadership roles at Gap Inc.

Mr. Antoian is a partner and Founder of Zeke Capital Advisors, a financial advisory firm. From 1997 until March 2019, Mr. Antoian was a partner and Senior Portfolio Manager at Chartwell Investment Partners. Prior to that, Mr. Antoian worked at Delaware Management Co. as a Senior Portfolio Manager and at E.F. Hutton in Institutional Sales and as a certified public accountant for Price Waterhouse. Mr. Antoian holds an MBA in Finance and has financial and investment experience as a result of his experience as a CPA, financial advisor and portfolio manager.
Mr. Antoian also serves as a director of a not-for-profit entity. Mr. Antoian brings his in-depth understanding of, and expertise in, finance and accounting to the Board of Directors.

Ms. Singh Cassidy has served as President of StubHub and a Senior Vice President of eBay Inc since May 2018. StubHub is the leading global secondary marketplace for tickets and is wholly-owned by eBay. In addition, Ms. Singh Cassidy is chairman of theBoardlist, a premium talent marketplace she founded in 2015 that is aimed at connecting highly endorsed women leaders with board opportunities in the technology industry. Prior to theBoardlist, Ms. Singh Cassidy served as chairman of Joyus, a video commerce platform that she founded in 2011. Ms. Singh Cassidy served as chief executive officer of Joyus from January 2011 until February 2017. She has previously held various executive and managerial positions at companies including Google, Amazon, Polyvore, Inc., Accel Partners, Yodlee.com, News Corporation, and Merrill Lynch & Co., Inc. Ms. Singh Cassidy has served on the board of Trip Advisor, Inc., LM Ericsson Telephone Company, J. Crew Group, Inc., J. Hilburn, Inc., StitchFix, Inc. and Polyvore, Inc. As a consumer Internet and media executive, Ms. Singh Cassidy's in-depth knowledge of the online media and advertising sectors, as well as her extensive executive, strategic and operational experience, bring a plethora of talent and expertise to the Board of Directors.

Mr. Cherken has been a partner of the law firm of Drinker Biddle & Reath LLP in Philadelphia, Pennsylvania since 1984, is a former managing partner of that firm and previously served as either Chair or Co-Chair of its Real Estate Group for 17 years. As a real estate lawyer with over 40 years' experience representing public and private companies in the acquisition, construction, development, financing, leasing, management, consolidation, and disposition of commercial real estate, he has extensive experience with various types of real estate transactions and retail leases, including negotiating real estate transactions and leases on behalf of the Company nearly from its inception.
Mr. Cherken also holds a Masters in Liberal Arts degree and serves as a trustee of various not-for-profit entities and academic institutions.

Mr. Galloway is a Clinical Professor of Marketing at NYU Stern School of Business, where he has taught since 2002. He currently teaches brand strategy and digital marketing. His teaching is rooted in years of experience as a marketing practitioner and entrepreneur. Mr. Galloway's niche in the field is digital marketing, with his most influential contribution being the Digital IQ index, an assessment and ranking of luxury brands on the basis of mobile, social media and digital marketing. In 2010, he founded L2, a subscription business intelligence firm for luxury brands, and serves as chairman of its board. Mr. Galloway is also the founder of several other firms, including RedEnvelope Inc. and Prophet Brand Strategy, Inc. With respect to those firms, Mr. Galloway managed outside financing rounds, grew revenues and played an integral role in each entity's ultimate sale. He also holds an MBA degree. Mr. Galloway's years of experience as a marketing practitioner and entrepreneur lend valuable expertise to the Board of Directors.

Mr. Hanson is the Chief Executive Officer of John Hardy, an artisan, hand-crafted luxury jewelry brand, and has held that position since 2014. Mr. Hanson was the Executive Director and Chief Executive Officer of American Eagle Outfitters, Inc., a global, multi-brand specialty retailer, from 2012 to 2014. Before American Eagle Outfitters, Mr. Hanson held numerous positions at Levi Strauss & Co. from 1988 to 2012, culminating from 2010 to 2012 as the President of Levi Strauss & Co.'s North, Central and South American business. Since 2013, Mr. Hanson has served on the Board of Directors and Human Resources Committee of Constellation Brands, Inc., one of the world's largest producers and marketers of beer, wine and spirits and, since 2018, has served on the Board of Directors and as a member of the Governance and Compensation Committee of Canopy Growth Corporation, the first cannabis company in North America to be publicly traded. Mr. Hanson's experience as both a sitting and former chief executive officer of public companies, as well as his extensive knowledge and understanding of global operations and management, bring valuable insight to the Board of Directors.

Ms. Lambert is the founder and a partner of Bunkhouse Group, LLC, a hospitality management company. In 2006, Ms. Lambert formed Bunkhouse Group, LLC to oversee a growing portfolio of eclectic hotels and coffee shops. Bunkhouse currently operates the Hotel San José, the Hotel Saint Cecilia, three Jo's Coffee shops, the Hotel Havana and El Cosmico, an 18-acre vintage trailer, tepee, tent hotel and event space. Prior to her experience as a hotelier, Ms. Lambert worked as a prosecutor in the New York County District Attorney's office and the Austin, Texas Attorney General's office. Currently, Ms. Lambert also serves on the Board of Directors of the National Council on Crime & Delinquency. Ms. Lambert's experience growing a design-centric and customer-focused hospitality company from the ground up gives her a unique perspective and set of skills to contribute to the Board of Directors.

Mr. Lawson is an independent consultant and private investor. From November 2001 until November 2003, he also served as Executive Director of M&A International Inc., a global organization of merger and acquisition advisory firms. From 1980 until November 2001, Mr. Lawson was Chief Executive Officer of Howard, Lawson & Co., an investment banking and corporate finance firm. Howard, Lawson & Co. became an indirect, wholly-owned subsidiary of FleetBoston Financial Corporation in March 2001. As the former Chief Executive Officer of an investment banking and corporate finance firm, Mr. Lawson has extensive experience in financial and investment matters, including financial reporting expertise. In addition, as the former Executive Director of a global organization of merger and acquisition advisory firms, he has specialized knowledge regarding mergers and acquisitions. He also holds an MBA degree and serves as a director of various not-for-profit entities.

Mr. McDonald serves on the Board of Directors of Wingstop Inc., which operates and franchises over 1,000 restaurants worldwide, a position he has held since 2016. Previously, he held the principal officer position of Chief Financial Officer of Kohl's Corporation from 2015 to 2017, and prior thereto, he served as a Senior Executive Vice President, Chief Financial Officer of Kohl's beginning in 2010. Before joining Kohl's, Mr. McDonald served as Chief Financial Officer and Vice President of Abercrombie & Fitch Co. Earlier in his career, he held several positions of increasing responsibility at Target Corporation. Mr. McDonald's experience as a chief financial officer and in other senior executive leadership roles working with publicly traded consumer products companies provides him with a distinctive set of qualifications and skills to serve as a director. The Board of Directors has proposed to include Mr. McDonald as a nominee to the Company's Board of Directors in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders upon recommendation by the Nominating Committee and initial identification by Diversified Search, an outside search firm.

Mr. Morgenfeld is the Chief Financial Officer of Pinterest, Inc., a position he has held since 2016. Before joining Pinterest, Mr. Morgenfeld served as Vice President of Finance at Twitter from 2015 to 2016 and Treasurer and Senior Vice President of Corporate Development and Corporate Financial Analytics for Hewlett-Packard Company from 2013 to 2015. Prior to his role at Hewlett-Packard, Mr. Morgenfeld served as an investment partner at Silver Lake Partners from 2004 to 2013. Mr. Morgenfeld graduated from the United States Military Academy, where he graduated first in his class, and also holds an MBA degree. Mr. Morgenfeld has served as a director of a not-for-profit entity and as chairman of the board and member of the audit committee of a public company. His significant finance and consumer internet experience provides valuable expertise to the Board of Directors. The Board of Directors has proposed to include Mr. Morgenfeld as a nominee to the Company's Board of Directors in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders upon recommendation by the Nominating Committee and initial identification by Diversified Search, an outside search firm.

Code of Conduct and Ethics

We have a written Code of Conduct and Ethics (the "Code") that applies to our directors and employees, including our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer. The Code includes guidelines relating to compliance with laws, including anti-bribery and illegal payment laws, the ethical handling of actual or potential conflicts of interest, the use of corporate opportunities, protection and use of our confidential information, accepting gifts and business courtesies, accurate financial reporting and procedures for promoting compliance with, and reporting violations of, the Code. The Code is available on our website at www.urbn.com. We intend to post any amendments to the Code and also to disclose any waivers (to the extent applicable to the Company's Chief Executive Officer, Chief Financial Officer or Principal Accounting Officer) on our website.

Section 16(a) Beneficial Ownership Reporting Compliance

Information required by this item is incorporated herein by reference from the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

Other Information

Other information required by Item 10 relating to the Company's directors is incorporated herein by reference from the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

Item 11. Executive Compensation

Information required by this item is incorporated herein by reference from the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

Information required by this item is incorporated herein by reference from the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information required by this item is incorporated herein by reference from the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

Item 14. Principal Accountant Fees and Services

Information required by this item is incorporated herein by reference from the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(1) Financial Statements

Consolidated Financial Statements filed herewith are listed in the accompanying index on page F-1.

(2) Financial Statement Schedule

None

All other schedules are omitted because they are not applicable or not required, or because the required information is included in the Consolidated Financial Statements or notes thereto.

(3) Exhibits

The Exhibits listed below are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation are incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q (file no. 000-22754) filed on September 9, 2004.
3.2	Amendment No. 1 to Amended and Restated Articles of Incorporation is incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q (file no. 000-22754) filed on September 9, 2004.
3.3	Amendment No. 2 to Amended and Restated Articles of Incorporation is incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on May 31, 2013.
3.4	Amended and Restated By-laws are incorporated by reference to Exhibit 3.4 of the Company's Quarterly Report on Form 10-Q filed on December 12, 2016.
10.1	Credit Agreement, dated June 29, 2018, by and among Urban Outfitters, Inc., its domestic subsidiaries, URBN Canada Retail, Inc., JPMorgan Chase Bank, N.A., as administrative agent, J.P. Morgan Chase Bank, N.A. and Wells Fargo Bank, National Association, as joint lead arrangers and co-book managers, and certain other lenders party thereto is incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed on September 10, 2018.
10.2	Amended and Restated U.S. Pledge and Security Agreement, dated June 29, 2018, by and among Urban Outfitters, Inc., its domestic subsidiaries, URBN Canada Retail, Inc., and JPMorgan Chase Bank, N.A., in its capacity as administrative agent is incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed on September 10, 2018.

10.3+	Urban Outfitters 2004 Stock Incentive Plan is incorporated by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A (file no. 000-22754) filed on April 26, 2004 and Amendment No. 1 to the Urban Outfitters 2004 Stock Incentive Plan is incorporated by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A (file no. 000-22754) filed on April 25, 2005.
10.4+	Urban Outfitters 401(k) Savings Plan (formerly known as The Urban Outfitters, Inc. PROFIT SHARING FUND prior to July 1, 1999) is incorporated by reference to Exhibit 10.4 of the Company's Amendment No. 2 to the Registration Statement on Form S-1/A (file no. 033-69378) filed on November 3, 1993. (P)
10.5+	Urban Outfitters 2008 Stock Incentive Plan is incorporated by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A (file no. 000-22754) filed on April 2, 2013.
10.6+	Urban Outfitters Executive Incentive Plan, as amended and restated effective February 1, 2010, is incorporated by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A filed on April 1, 2015.
10.7+	Urban Outfitters 2017 Stock Incentive Plan is incorporated by reference to Exhibit 10.7 of the Company's Annual Report on Form 10-K filed on April 3, 2017.
10.8+	Form of 2004 Plan—Non-Qualified Stock Option Agreement is incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on June 18, 2009.
10.9+	Form of 2004 Plan—Non-Qualified Stock Option Agreement for Non-Employee Directors is incorporated by reference to Exhibit 99.2 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on June 18, 2009.
10.10+	Form of 2004 Plan—Incentive Stock Option Agreement is incorporated by reference to Exhibit 99.3 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on June 18, 2009.

Exhibit Number	Description
10.11+	Form of 2004 Plan—Stock Appreciation Right Agreement is incorporated by reference to Exhibit 99.2 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on September 7, 2010.
10.12+	Form of 2004 Plan—Restricted Stock Unit Agreement is incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q (file no. 000-22754) filed on December 10, 2010.
10.13+	Form of 2008 Plan—Non-Qualified Stock Option Agreement is incorporated by reference to Exhibit 99.4 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on June 18, 2009.
10.14+	Form of 2008 Plan—Non-Qualified Stock Option Agreement for Non-Employee Directors is incorporated by reference to Exhibit 99.5 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on June 18, 2009.
10.15+	Form of 2008 Plan—Incentive Stock Option Agreement is incorporated by reference to Exhibit 99.6 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on June 18, 2009.
10.16+	Form of 2008 Plan—Performance Stock Unit Agreement is incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on September 7, 2010.
10.17+	Form of 2008 Plan—Restricted Stock Unit Agreement is incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q (file no. 000-22754) filed on December 10, 2010.
10.18+	Form of 2008 Plan—Performance/Restricted Stock Unit Agreement is incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (file no. 000-22754) filed on December 12, 2011.
10.19+	Form of 2008 Plan—Stock Appreciation Right Agreement is incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q (file no. 000-22754) filed on December 12, 2011.
10.20+	Form of 2017 Plan—Non-Qualified Stock Option Agreement is incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on May 30, 2017.
10.21+	Form of 2017 Plan—Non-Qualified Stock Option Agreement for Non-Employee Directors is incorporated by reference to Exhibit 99.2 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on May 30, 2017.
10.22+	Form of 2017 Plan—Incentive Stock Option Agreement is incorporated by reference to Exhibit 99.3 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on May 30, 2017.
10.23+	Form of 2017 Plan—Performance/Restricted Stock Unit Agreement is incorporated by reference to Exhibit 99.4 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on May 30, 2017.
10.24+	Form of 2017 Plan—Stock Appreciation Right Agreement is incorporated by reference to Exhibit 99.5 of the Company's Current Report on Form 8-K (file no. 000-22754) filed on May 30, 2017.
21.1*	List of Subsidiaries.

23.1*	Consent of Deloitte & Touche LLP.
31.1*	Rule 13a-14(a)/15d-14(a) Certification of the Company's Principal Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of the Company's Principal Financial Officer.
32.1**	Section 1350 Certification of the Company's Principal Executive Officer.
32.2**	Section 1350 Certification of the Company's Principal Financial Officer.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase

*Filed herewith
**Furnished herewith
+Compensatory plan
PPaper filing
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Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

URBAN OUTFITTERS, INC.

April 1, 2019 By: /s/ RICHARD A. HAYNE
Richard A. Hayne
Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/ S / RICHARD A. HAYNE	Chairman of the Board and Chief Executive Officer	April 1, 2019
Richard A. Hayne		
(Principal Executive Officer)		
/ S / FRANCIS J. CONFORTI	Chief Financial Officer	April 1, 2019
Francis J. Conforti		
(Principal Financial and Accounting Officer)		
/ S / EDWARD N. ANTOIAN	Director	April 1, 2019
Edward N. Antoian		
/ S / SUKHINDER SINGH CASSIDY	Director	April 1, 2019
Sukhinder Singh Cassidy		
/ S / HARRY S. CHERKEN, JR.	Director	April 1, 2019
Harry S. Cherken, Jr.		
/ S / MARGARET A. HAYNE	Director	April 1, 2019
Margaret A. Hayne		
/ S / SCOTT GALLOWAY	Director	April 1, 2019

Scott Galloway

/ S / ROBERT L. HANSON	Director	April 1, 2019
Robert L. Hanson		
/ S / ELIZABETH A. LAMBERT	Director	April 1, 2019
Elizabeth A. Lambert		
/ S / JOEL S. LAWSON III	Director	April 1, 2019
Joel S. Lawson III		

URBAN OUTFITTERS, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Urban Outfitters, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Urban Outfitters, Inc. and subsidiaries (the "Company") as of January 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 2019. In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of January 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 31, 2019, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 1, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

Philadelphia, Pennsylvania

April 1, 2019

We have served as the Company's auditor since 2005.

URBAN OUTFITTERS, INC.

Consolidated Balance Sheets

(in thousands, except share and per share data)

	January 31, 2019	January 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	$358,260	$282,220
Marketable securities	279,232	165,125
Accounts receivable, net of allowance for doubtful accounts of $1,499 and $1,326, respectively	80,461	76,962
Inventory	370,507	351,395
Prepaid expenses and other current assets	114,296	103,055
Total current assets	1,202,756	978,757
Property and equipment, net	796,029	813,768
Marketable securities	57,292	58,688
Deferred income taxes and other assets	104,438	101,567
Total Assets	$2,160,515	$1,952,780
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$144,414	$128,246
Accrued compensation and benefits	54,799	36,058
Accrued expenses and other current liabilities	187,431	195,910
Total current liabilities	386,644	360,214
Long-term debt	—	—
Deferred rent and other liabilities	284,773	291,663
Total Liabilities	671,417	651,877
Commitments and contingencies (see Note 14)		
Shareholders' equity:		
Preferred shares; $.0001 par value, 10,000,000 shares authorized, none issued	—	—
Common shares; $.0001 par value, 200,000,000 shares authorized, 105,642,283 and 108,248,568 shares issued and outstanding, respectively	11	11
Additional paid-in-capital	—	684
Retained earnings	1,516,190	1,310,859
Accumulated other comprehensive loss	(27,103)	(10,651)
Total Shareholders' Equity	1,489,098	1,300,903
Total Liabilities and Shareholders' Equity	$2,160,515	$1,952,780

The accompanying notes are an integral part of these consolidated financial statements.

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URBAN OUTFITTERS, INC.

Consolidated Statements of Income

(in thousands, except share and per share data)

	Fiscal Year Ended January 31,		
	2019	2018	2017
Net sales	$3,950,623	$3,616,014	$3,545,794
Cost of sales	2,603,911	2,440,507	2,301,181
Gross profit	1,346,712	1,175,507	1,244,613
Selling, general and administrative expenses	965,399	915,615	906,086
Income from operations	381,313	259,892	338,527
Interest income	9,530	4,879	1,879
Other income	1,035	1,435	2,280
Other expenses	(6,325)	(4,840)	(4,587)
Income before income taxes	385,553	261,366	338,099
Income tax expense	87,550	153,103	119,979
Net income	$298,003	$108,263	$218,120
Net income per common share:			
Basic	$2.75	$0.97	$1.87
Diluted	$2.72	$0.96	$1.86
Weighted-average common shares outstanding:			
Basic	108,303,594	111,887,308	116,873,023
Diluted	109,706,007	112,367,924	117,291,117

The accompanying notes are an integral part of these consolidated financial statements.

URBAN OUTFITTERS, INC.

Consolidated Statements of Comprehensive Income

(in thousands)

	Fiscal Year Ended January 31,		
	2019	2018	2017
Net income	$298,003	$108,263	$218,120
Other comprehensive (loss) income:			
Foreign currency translation	(16,585)	23,672	(10,533)
Change in unrealized gains (losses) on marketable securities, net of tax	133	(254)	(85)
Total other comprehensive (loss) income	(16,452)	23,418	(10,618)
Comprehensive income	$281,551	$131,681	$207,502

The accompanying notes are an integral part of these consolidated financial statements.

URBAN OUTFITTERS, INC.

Consolidated Statements of Shareholders' Equity

(in thousands, except share data)

	Common Shares		Additional Paid-in Capital	Retained Earnings	Accumulated Other Compre-hensive Loss	Total
	Number of Shares	Par Value				
Balances as of January 31, 2016	117,321,120	$ 12	$ —	$ 1,160,666	$ (23,451)	$ 1,137,227
Comprehensive income	—	—	—	218,120	(10,618)	207,502
Share-based compensation	—	—	18,291	—	—	18,291
Share-based awards	293,130	—	4,096	—	—	4,096
Excess tax deficiencies from share-based awards	—	—	(6,193)	—	—	(6,193)
Share repurchases	(1,380,469)	—	(16,194)	(31,645)	—	(47,839)
Balances as of January 31, 2017	116,233,781	$ 12	$ —	$ 1,347,141	$ (34,069)	$ 1,313,084
Comprehensive income	—	—	—	108,263	23,418	131,681
Share-based compensation	—	—	14,517	—	—	14,517
Share-based awards	200,148	—	—	—	—	—
Cumulative effect of change in accounting pronouncement	—	—	1,607	(760)	—	847
Share repurchases	(8,185,361)	(1)	(15,440)	(143,785)	—	(159,226)
Balances as of January 31, 2018	108,248,568	$ 11	$ 684	$ 1,310,859	$ (10,651)	$ 1,300,903
Comprehensive income	—	—	—	298,003	(16,452)	281,551
Share-based compensation	—	—	18,104	—	—	18,104
Share-based awards	1,147,896	—	13,618	—	—	13,618
Cumulative effect of change in accounting pronouncement (see Note 2)	—	—	—	6,564	—	6,564
Share repurchases	(3,754,181)	—	(32,406)	(99,236)	—	(131,642)
Balances as of January 31, 2019	105,642,283	$ 11	$ —	$ 1,516,190	$ (27,103)	$ 1,489,098

The accompanying notes are an integral part of these consolidated financial statements.

URBAN OUTFITTERS, INC.

Consolidated Statements of Cash Flows

(in thousands)

	Fiscal Year Ended January 31,		
	2019	2018	2017
Cash flows from operating activities:			
Net income	$298,003	$108,263	$218,120
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	117,986	128,408	135,330
(Benefit) provision for deferred income taxes	(11,414)	8,329	(4,801)
Share-based compensation expense	18,104	14,517	18,291
Impairment	3,544	11,410	4,341
Loss on disposition of property and equipment, net	3,492	4,037	3,667
Changes in assets and liabilities:			
Receivables	(4,012)	(21,744)	20,934
Inventory	(21,696)	(8,644)	(9,963)
Prepaid expenses and other assets	8,605	12,967	(10,359)
Payables, accrued expenses and other liabilities	34,012	45,516	39,692
Net cash provided by operating activities	446,624	303,059	415,252
Cash flows from investing activities:			
Cash paid for property and equipment	(114,924)	(83,813)	(143,714)
Cash paid for marketable securities	(396,646)	(281,385)	(318,742)
Sales and maturities of marketable securities	267,072	243,818	243,159
Acquisition of business	—	—	(15,325)
Net cash used in investing activities	(244,498)	(121,380)	(234,622)
Cash flows from financing activities:			
Repayments of long-term debt	—	—	(150,000)
Proceeds from the exercise of share-based awards	13,618	—	4,096
Share repurchases related to share repurchase program	(121,397)	(157,044)	(45,787)
Share repurchases related to taxes for share-based awards	(10,245)	(2,182)	(2,052)
Net cash used in financing activities	(118,024)	(159,226)	(193,743)
Effect of exchange rate changes on cash and cash equivalents	(8,062)	11,627	(4,023)
Increase (decrease) in cash and cash equivalents	76,040	34,080	(17,136)
Cash and cash equivalents at beginning of period	282,220	248,140	265,276
Cash and cash equivalents at end of period	$358,260	$282,220	$248,140
Supplemental cash flow information:			
Cash paid during the year for:			
Income taxes	$102,211	$83,986	$111,958
Non-cash investing activities—Accrued capital expenditures	$7,193	$10,144	$17,020

The accompanying notes are an integral part of these consolidated financial statements.

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URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except share and per share data)

1. Nature of Business

Urban Outfitters, Inc. (the "Company" or "Urban Outfitters"), which was founded in 1970, was incorporated in the Commonwealth of Pennsylvania in 1976. The principal business activity of the Company is the operation of a general consumer product retail and wholesale business selling to customers through various channels including retail locations, websites, catalogs and mobile applications. As of January 31, 2019 and 2018, the Company operated 620 and 613 stores, respectively. Stores located in the United States totaled 522 as of January 31, 2019 and 520 as of January 31, 2018. Operations in Europe and Canada included 63 stores and 35 stores as of January 31, 2019, respectively, and 57 stores and 36 stores as of January 31, 2018, respectively. In addition, the Company's Wholesale segment sold and distributed apparel and home goods to approximately 2,200 department and specialty stores worldwide, digital businesses and to the Company's Retail segment.

2. Summary of Significant Accounting Policies

Fiscal Year-End

The Company operates on a fiscal year ending January 31 of each year. All references to fiscal years of the Company refer to the fiscal years ended on January 31 in those years. For example, the Company's fiscal 2019 ended on January 31, 2019.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of the Company and all of its subsidiaries. All intercompany transactions and accounts have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States ("GAAP"), requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents are defined as cash and short-term highly liquid investments with maturities of less than three months at the time of purchase. These short-term highly liquid investments are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. As of January 31, 2019 and 2018, cash and cash equivalents included cash on hand, cash in banks, money market accounts and marketable securities with maturities of less than three months at the time of purchase.

Marketable Securities

All of the Company's marketable securities as of January 31, 2019 and January 31, 2018 are classified as available-for-sale and are carried at fair value, which approximates amortized cost. Interest on these securities, as well as the amortization of discounts and premiums, is included in "Interest income" in the Consolidated Statements of Income. The Company records unrealized gains and losses on these securities (other than mutual funds held in the rabbi trust for the Urban Outfitters, Inc. Non-qualified Deferred Compensation Plan (See Note 4, "Marketable Securities")) as a component of "Other comprehensive income (loss)" in the Consolidated Statements of Comprehensive Income and in "Accumulated other comprehensive loss" within "Shareholders' equity" in the Consolidated Balance Sheets until realized, except when the Company considers declines in value to be other than temporary. Other than temporary impairment losses related to credit losses are considered to be realized losses. Mutual funds held in the rabbi trust have been accounted for under the fair value option, which results in all unrealized gains and losses being recorded in "Interest income" in the Consolidated Statements of Income. When available-for-sale securities are sold, the cost of the securities is specifically identified and is used to determine the realized gain or loss. Securities classified as current assets have maturity dates of less than or equal to one year from the balance sheet date. Securities classified as non-current assets have maturity dates greater than one year from the balance sheet date.

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

Accounts Receivable

Accounts receivable primarily consists of amounts due from the Company's wholesale customers as well as credit card receivables outstanding with third-party credit card vendors. The activity of the allowance for doubtful accounts for the years ended January 31, 2019, 2018 and 2017 was as follows:

	Balance at beginning of year	Additions	Deductions	Balance at end of year
Year ended January 31, 2019	$ 1,326	3,919	(3,746)	$ 1,499
Year ended January 31, 2018	$ 588	4,435	(3,697)	$ 1,326
Year ended January 31, 2017	$ 664	4,892	(4,968)	$ 588

Inventory

Inventory, which consists primarily of general consumer merchandise held for sale, is valued at the lower of cost or net realizable value. Cost is determined on the first-in, first-out method and includes the cost of merchandise and import-related costs, including freight, import duties and taxes and agent commissions. A periodic review of inventory is performed in order to determine if inventory is properly stated at the lower of cost or net realizable value. Factors the Company considers in its review, such as future expected consumer demand and fashion trends, current aging, current and anticipated retail markdowns or wholesale discounts and class or type of inventory, are analyzed to determine estimated net realizable value. Criteria that the Company considers in its review of aging trends include average selling cycle and seasonality of merchandise, the historical rate at which merchandise has sold below cost during the prior 12 months and the value and nature of merchandise currently held in inventory and priced below original cost. A provision is recorded to reduce the cost of inventory to its estimated net realizable value, if appropriate. The majority of inventory at January 31, 2019 and 2018 consisted of finished goods. Raw materials and work-in-process were not material to the overall inventory value.

Property and Equipment

Property and equipment are stated at cost and primarily consist of store leasehold improvements, furniture and fixtures, buildings and other operating equipment. Depreciation is computed using the straight-line method over the lesser of the lease term or useful life for leasehold improvements, five years for furniture and fixtures, 39 years for buildings and three to ten years for other operating equipment. Major renovations or improvements that extend the service lives of our assets are capitalized over the lesser of the extension period, life of the improvement, or the remaining term of the lease.

Impairment of Long-lived Assets, Goodwill and Intangible Assets

The Company reviews the carrying values of its long-lived assets annually and periodically whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Events that result in an impairment review include plans to close a retail location, distribution or fulfillment center or a significant decrease in the operating results of a long-lived asset. The Company's retail locations are reviewed for impairment at the retail location level, which is the lowest level at which individual cash flows can be identified. When events indicate that an asset may be impaired and the estimated undiscounted cash flows are less than the carrying amount of the asset, the impaired asset is adjusted to its estimated fair value and an impairment loss is recorded. Goodwill has been assigned to reporting units for purposes of impairment testing. The Company evaluates goodwill to determine if the carrying value exceeds the fair value of the reporting unit. During fiscal 2019, we recorded impairment charges for four retail locations, totaling $3,544. During fiscal 2018, the Company recorded impairment charges for ten retail locations, totaling $11,410. During fiscal 2017, the Company recorded impairment charges for three retail locations, totaling $4,341. During the Company's assessment of current and future performance, it was determined that these retail locations would not be able to generate sufficient cash flow over the expected remaining lease term to recover the remaining carrying value of the respective retail location assets. Impairment charges are included in "Cost of sales" in the Consolidated Statements of Income.

Deferred Rent

Rent expense from leases is recorded on a straight-line basis over the lease period. The net excess of rent expense over the actual cash paid is recorded as deferred rent. In addition, certain store leases provide for contingent rentals when sales exceed specified breakpoint levels that are weighted based upon historical cyclicality. For leases where achievement of these levels is considered probable based on cumulative lease year revenue versus the established breakpoint at any given point in time, the Company accrues a contingent rent liability and a corresponding rent expense.

Operating Leases

The Company leases its retail stores under operating leases. Many of the lease agreements contain rent holidays, rent escalation clauses and contingent rent provisions or some combination of these items.

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

The Company recognizes rent expense on a straight-line basis over the lease period commencing on the date that the premises are available from the landlord. The lease period includes the construction period required to make the leased space suitable for operating during which time the Company is not permitted to occupy the space. For purposes of calculating straight-line rent expense, the commencement date of the lease term reflects the date the Company takes possession of the building for initial construction and setup. The Company receives certain lease incentives and tenant improvement allowances in conjunction with entering into operating leases. Tenant improvement allowances are recorded as deferred rent on the Consolidated Balance Sheets and are amortized on a straight-line basis as a reduction of rent expense over the term of the related lease on the Consolidated Statements of Income.

Revenue Recognition

Merchandise: Merchandise is sold through retail stores, catalogs and the digital sales channel, as well as to wholesale customers and franchise partners. Revenue is recognized when control of the promised goods is transferred to the customer. The Company has elected to treat shipping and handling as fulfillment activities and not a separate performance obligation. Accordingly, the Company will recognize revenue for its single performance obligation at the point of sale or at the time of shipment, which is when transfer of control to the customer occurs. Revenue does not include taxes assessed by governmental authorities, including value-added and other sales-related taxes, that are imposed on and concurrent with revenue-producing activities. Revenue is recognized net of estimated customer returns. Retail segment return policies vary by brand, but generally provide for no time limit on returns and the refund to be issued in either the form of original payment or as a gift card. Payment for merchandise is tendered primarily by cash, check, credit card, debit card or gift card. Uncollectible accounts receivable primarily results from unauthorized credit card transactions. The Company maintains an allowance for doubtful accounts for its Wholesale segment accounts receivable, which management reviews on a regular basis and believes is sufficient to cover potential credit losses and billing adjustments. Payment terms in the Wholesale segment vary by customer with the most common being a net 30-day policy.

Food and Beverage: Revenue from restaurant sales and events is recognized upon completion of the service, when the Company satisfies its single performance obligation. Customer deposits may be received in advance for events and that represent a contract liability until the Company satisfies its performance obligation.

Franchise Fees: Revenue from franchise operations primarily relates to merchandise sales to franchisees and royalty fees. Merchandise sales to franchisees are discussed above under Merchandise. Royalty fees are based upon a percentage of franchisee net sales to third party customers and are recognized when such sales occur.

Gift Cards: The Company accounts for a gift card transaction by recording a liability at the time the gift card is issued to the customer in exchange for consideration from the customer. At the time of issuance, the Company has an open performance obligation for the future delivery of promised goods or services. The liability remains outstanding until the card is redeemed by the customer, at which time the Company recognizes revenue. Over time, a portion of the outstanding gift cards will not be redeemed by the customer which we refer to as “breakage”. Revenue is recognized from breakage over time in proportion to gift card redemptions. Judgment is used in determining the amount of breakage revenue to be recognized and is based on historical gift card redemption patterns. Gift card breakage revenue is included in net sales and is not material. The Company’s gift cards do not expire.

Customer Loyalty Programs: The Company maintains a customer loyalty program under the Urban Outfitters brand. Under this program, customers can earn and accumulate points that convert to a reward coupon upon reaching the specified point threshold. Reward coupons expire 60 days after issuance. Outstanding reward coupons and points earned through sale activity represent a performance obligation. Revenue is deferred in an amount equal to the standalone selling price, taking into account expected future redemptions, and recognized at the earlier of redemption or expiration. Judgment is used in determining the expected future redemption rates. The redemption and expiration of reward coupons are included in net sales. There are no material accounting policies related to the AnthroPerks customer loyalty program outside of the Company’s general revenue recognition practices.

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

Sales Return Reserve

The Company records a reserve for estimated product returns where the sale has occurred during the period reported, but the return is likely to occur subsequent to the period reported. The reserve for estimated product returns is based on the Company's most recent historical return trends. If the actual return rate is materially different than the Company's estimate, sales returns would be adjusted in the future. Beginning February 1, 2018, with the adoption of the accounting standards update for revenue from contracts with customers, costs of returns are recorded as a current asset rather than net with the sales return reserve liability. As of January 31, 2019, 2018 and 2017, the sales return reserve was $51,990, $28,902 and $24,882, respectively.

Cost of Sales

Cost of sales includes the following: the cost of merchandise; merchandise markdowns; obsolescence and shrink provisions; store occupancy costs, including rent and depreciation; delivery expense; inbound and outbound freight; customs related taxes and duties; inventory acquisition and purchasing costs; design costs; warehousing and handling costs; and other inventory acquisition related costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses includes expenses such as direct selling and selling supervisory expenses; marketing expenses; various corporate expenses such as information systems, finance, loss prevention, talent acquisition, home office and executive management expenses; share-based compensation expense; and other associated general expenses.

Shipping and Handling Revenues and Costs

The Company includes shipping and handling revenues in net sales and shipping and handling costs in cost of sales. The Company's shipping and handling revenues consist of amounts billed to customers for shipping and handling merchandise. Shipping and handling costs include shipping supplies, related labor costs and third-party shipping costs.

Advertising

The Company expenses the costs of advertising when the advertising occurs, except for certain digital channel advertising, which is capitalized and expensed when the catalog is mailed or the content is published on the Company's websites and mobile applications. Advertising costs primarily relate to Retail segment marketing expenses which are comprised of web marketing, catalog printing, paper, postage and other costs related to production of photographic images used in the Company's catalogs, websites, mobile applications and social media campaigns. If there is no expected future benefit, the cost of advertising is expensed when incurred. Advertising costs reported as prepaid expenses were $2,466 and $2,491 as of January 31, 2019, and 2018, respectively, and are included in "Prepaid expenses and other current assets" in the Consolidated Balance Sheets. Advertising expenses were $143,332, $134,632 and $127,159 for fiscal 2019, 2018 and 2017, respectively. In addition, the Company incurred web creative expenses

of $41,334, $37,099 and $31,237 for fiscal 2019, 2018 and 2017, respectively. Advertising expenses and web creative expenses are both included in "Selling, general and administrative expenses" in the Consolidated Statements of Income.

Store Opening Costs

The Company expenses all store opening and organization costs as incurred, including travel, training, recruiting, salaries and other operating costs, and all such costs are included in "Selling, general and administrative expenses" in the Consolidated Statements of Income.

Website Development Costs

The Company capitalizes applicable costs incurred during the application and infrastructure development stage and expenses costs incurred during the planning and operating stage. During fiscal 2019, 2018 and 2017, capitalized costs related to internally generated internal-use software were not material.

Income Taxes

The Company utilizes a balance sheet approach to provide for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of net operating loss carryforwards and temporary differences between the carrying amounts and the tax bases of assets and liabilities. Investment tax credits or grants are accounted for in the period earned. The Company files a consolidated United States federal income tax return (see Note 9, "Income Taxes," for a further discussion of income taxes). The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

Net Income Per Common Share

Basic net income per common share is computed by dividing net income by the weighted-average number of common shares outstanding. Diluted net income per common share is computed by dividing net income by the weighted-average number of common shares and common share equivalents outstanding. Common share equivalents include the effect of stock options, stock appreciation rights ("SAR's"), restricted stock units ("RSU's") and performance stock units ("PSU's").

Comprehensive Income and Accumulated Other Comprehensive Loss

Comprehensive income is comprised of two subsets—net income and other comprehensive income (loss). Amounts included in accumulated other comprehensive loss relate to foreign currency translation adjustments and unrealized gains or losses on marketable securities. The foreign currency translation adjustments are not adjusted for income taxes because these adjustments relate to non-U.S. subsidiaries for which foreign earnings have been designated as permanently reinvested. Accumulated other comprehensive loss consisted of foreign currency translation losses of $26,925 and $10,340 as of January 31, 2019 and January 31, 2018, respectively, and unrealized losses, net of tax, on marketable securities of $178 and $311 as of January 31, 2019 and January 31, 2018, respectively. The tax effect of the unrealized gains (losses) on marketable securities recorded in comprehensive loss was $105, ($137) and ($28) during fiscal 2019, 2018 and 2017, respectively. Gross realized gains and losses are included in "Other income" in the Consolidated Statements of Income and were not material to the Company's Consolidated Financial Statements for all three years presented.

Foreign Currency

The financial statements of the Company's foreign operations are translated into U.S. dollars. Assets and liabilities are translated at current exchange rates as of the balance sheet date, equity accounts at historical exchange rates, while income statement accounts are translated at the average rates in effect during the year. Translation adjustments are not included in determining net income, but are included in "Accumulated other comprehensive loss" within "Shareholders' equity." Remeasurement gains and losses included in operating results for fiscal years 2019, 2018 and 2017 were not material.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents, marketable securities and accounts receivable. The Company manages the credit risk associated with cash, cash equivalents and marketable securities by investing in high-quality securities held with reputable trustees and, by policy, limiting the amount of credit exposure to any one issuer or issue, as well as providing limitations on investment maturities. The Company's investment policy requires that its cash, cash equivalents and marketable securities are invested in corporate and municipal bonds rated "BBB" or better, commercial paper and federally insured or guaranteed investment vehicles such as certificates of deposit, United States treasury bills and federal government agencies. Receivables from third-party credit cards are processed by financial institutions, which are monitored for financial stability. The Company regularly evaluates the financial condition of its Wholesale segment customers. The Company's allowance for doubtful accounts reflects current market conditions and management's assessment regarding

the collectability of its accounts receivable. The Company maintains cash accounts that, at times, may exceed federally insured limits. The Company has not experienced any losses from maintaining cash accounts in excess of such limits. Management believes that it is not exposed to any significant risks related to its cash accounts.

Commitments and Contingencies

From time to time, the Company is named as a defendant in legal actions arising from normal business activities. The Company records a reserve for estimated losses when information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated.

Recent Accounting Pronouncements

Recently Adopted

In October 2016, the Financial Accounting Standards Board (the “FASB”) issued an accounting standards update that amends the existing guidance on the income tax effects of intra-entity asset transfers with the exception of transfers of inventory. The update requires the recognition of tax expense when an intra-entity asset transfer occurs as opposed to being deferred under the existing guidance. The Company adopted the new guidance on February 1, 2018 using the modified retrospective approach. The net cumulative effect of this change was $4,496 and was recognized as a decrease to retained earnings as of February 1, 2018.

In May 2014, the FASB issued an accounting standards update that clarifies the principles for recognizing revenue from contracts with customers. The update outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes the most current revenue recognition guidance, including industry-specific guidance. The update states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in the amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Entities are required to apply the

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

following steps when recognizing revenue under the update: (1) identify the contract(s) with a customer; (2) identify the performance obligation in the contract(s); (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract(s); and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The Company adopted this update on February 1, 2018 using the modified retrospective approach and applied the new guidance to all contracts that were not completed as of the adoption date. Adoption resulted in a change in the timing of recognizing breakage income related to its gift cards and in recognizing estimated sales returns on a gross basis on its balance sheet. The net cumulative effect of this change was $11,060, after tax, and was recognized as an increase to retained earnings as of February 1, 2018. The difference in financial statement line item amounts in the current period under the new accounting guidance as compared to what the balances would be as reported under the previous accounting guidance is immaterial.

Recently Issued

In June 2016, the FASB issued an accounting standards update that introduces a new model for recognizing credit losses on financial instruments based on an estimate of current expected credit losses. This includes loan commitments, accounts receivable, trade receivables and certain off-balance sheet credit exposures. The guidance also modifies the impairment model for available-for-sale debt securities. The update will be effective for the Company on February 1, 2020, and early adoption is permitted. The Company is currently assessing the potential effects this update may have on its consolidated financial statements and related disclosures.

In February 2016, the FASB issued an accounting standards update that amends the existing accounting standards for lease accounting. This update requires lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. Lessees are permitted to make an accounting policy election to not recognize the asset and liability for leases with a term of 12 months or less. The update became effective for the Company on February 1, 2019. The update allows for a modified retrospective transition approach applied either as of the earliest period presented in the financial statements or as of the beginning of the period of adoption. The Company decided to adopt this update using a modified retrospective approach at the beginning of the period of adoption. The update includes a number of practical expedients, of which the Company decided to elect the “package of three” and will not reassess expired or existing leases as of the effective date. The Company also decided to elect the practical expedient to not separate non-lease components from lease components. Adoption on February 1, 2019 will result in the recognition of approximately $1.3 billion of lease liabilities based on the present value of the remaining minimum rental payments using discount rates as of the effective date. Corresponding right-of-use assets of approximately $1.2 billion will be recognized, with the offsetting balance representing a reduction in the previously recognized deferred rent balance. Adoption will not result in a material impact on the Company’s Consolidated Statements of Income or Consolidated Statements of Cash Flows.

3. Revenue from Contracts with Customers

Contract receivables occur when the Company satisfies all of its performance obligations under a contract and recognizes revenue prior to billing or receiving consideration from a customer for which it has an unconditional right to payment. Contract receivables arise from credit card transactions and sales to Wholesale segment customers and franchisees. For the year ended January 31, 2019, the opening and closing balance of contract receivables, net of allowance for doubtful accounts, was $76,962 and $80,461, respectively. For the year ended January 31, 2018, the

opening and closing balance of contract receivables, net of allowance for doubtful accounts, was $54,505 and $76,962, respectively. Contract receivables are included in "Accounts receivable, net of allowance for doubtful accounts" in the Condensed Consolidated Balance Sheets.

Contract liabilities represent unearned revenue and result from the Company receiving consideration in a contract with a customer for which it has not satisfied all of its performance obligations. The Company's contract liabilities result from customer deposits, customer loyalty programs and the issuance of gift cards. Gift cards are expected to be redeemed within two years of issuance, with the majority of redemptions occurring in the first year. For the year ended January 31, 2019, the opening and closing balance of contract liabilities was $56,637 and $49,747, respectively. For the year ended January 31, 2018, the opening and closing balance of contract liabilities was $59,013 and $56,637, respectively. Contract liabilities are included in "Accrued expenses and other current liabilities" in the Condensed Consolidated Balance Sheets. During the year ended January 31, 2019, the Company recognized $30,265 of revenue that was included in the contract liability balance at the beginning of the period.

See Note 16, "Segment Reporting," for additional information including net sales recorded by reportable segment and net sales from contracts with customers by merchandise category.

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

4. Marketable Securities

During all periods shown, marketable securities are classified as available-for-sale. The amortized cost, gross unrealized gains (losses) and fair values of available-for-sale securities by major security type and class of security as of January 31, 2019 and 2018 are as follows:

	Amortized Cost	Unrealized Gains	Unrealized (Losses)	Fair Value
As of January 31, 2019				
Short-term Investments:				
Corporate bonds	$ 227,287	$ 24	$ (214)	$ 227,097
Municipal and pre-refunded municipal bonds	43,677	15	(18)	43,674
Federal government agencies	1,458	—	—	1,458
Certificate of deposit	1,050	—	—	1,050
Commercial paper	2,979	—	—	2,979
Treasury bills	2,975	—	(1)	2,974
	279,426	39	(233)	279,232
Long-term Investments:				
Corporate bonds	34,265	34	(63)	34,236
Municipal and pre-refunded municipal bonds	7,554	7	(3)	7,558
Federal government agencies	6,603	2	(1)	6,604
Mutual funds, held in rabbi trust	6,301	450	—	6,751
Certificates of deposit	2,143	—	—	2,143
	56,866	493	(67)	57,292
	$ 336,292	$ 532	$ (300)	$ 336,524
As of January 31, 2018				
Short-term Investments:				
Corporate bonds	$ 111,612	$ —	$ (184)	$ 111,428
Municipal and pre-refunded municipal bonds	52,474	11	(39)	52,446
Certificates of deposit	1,251	—	—	1,251
	165,337	11	(223)	165,125
Long-term Investments:				
Corporate bonds	39,853	—	(228)	39,625
Municipal and pre-refunded municipal bonds	9,873	8	(24)	9,857
Mutual funds, held in rabbi trust	5,973	274	(10)	6,237
Certificates of deposit	2,969	—	—	2,969
	58,668	282	(262)	58,688
	$ 224,005	$ 293	$ (485)	$ 223,813

Proceeds from the sales and maturities of available-for-sale securities were $267,072, $243,818 and $243,159 in fiscal 2019, 2018 and 2017, respectively. The Company included in "Interest income," in the Consolidated Statements of Income, net realized losses of $22, $35 and $83 during fiscal 2019, 2018 and 2017, respectively. Amortization of discounts and premiums, net, resulted in a reduction of "Interest income" of $1,695, $2,588 and $2,200 for fiscal 2019, 2018 and 2017, respectively. Mutual funds represent assets held in an irrevocable rabbi trust for the Company's Non-qualified Deferred Compensation Plan ("NQDC"). These assets are a source of funds to match the funding obligations to participants in the NQDC but are subject to the Company's general creditors. The Company elected the fair value option for financial assets for the mutual funds held in the rabbi trust resulting in all unrealized gains and losses being recorded in "Interest income" in the Consolidated Statements of Income.

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

The following tables show the gross unrealized losses and fair value of the Company's marketable securities with unrealized losses that are not deemed to be other-than-temporarily impaired aggregated by the length of time that individual securities have been in a continuous unrealized loss position, at January 31, 2019 and 2018, respectively.

	January 31, 2019					
	Less Than 12 Months		12 Months or Greater		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate bonds	$177,932	$ (160)	$38,201	$ (117)	$216,133	$ (277)
Municipal and pre-refunded municipal bonds	20,732	(13)	4,907	(8)	25,639	(21)
Federal government agencies	3,315	(1)	—	—	3,315	(1)
Treasury bills	2,974	(1)	—	—	2,974	(1)
Total	$204,953	$ (175)	$43,108	$ (125)	$248,061	$ (300)

	January 31, 2018					
	Less Than 12 Months		12 Months or Greater		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate bonds	$151,053	$ (412)	$ —	$ —	$151,053	$ (412)
Municipal and pre-refunded municipal bonds	39,671	(63)	—	—	39,671	(63)
Mutual funds, held in rabbi trust	474	(10)	—	—	474	(10)
Total	$191,198	$ (485)	$ —	$ —	$191,198	$ (485)

As of January 31, 2019 and 2018, there were a total of 362 and 336 securities with unrealized loss positions within the Company's portfolio, respectively.

5. Fair Value

The Company utilizes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques (market approach, income approach and cost approach that relate to its financial assets and financial liabilities). The levels of the hierarchy are described as follows:

- Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets

or liabilities in markets that are not active.

- Level 3: Unobservable inputs that reflect the Company's own assumptions.

Management's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of financial assets and liabilities and their placement within the fair value hierarchy. The Company's financial assets that are accounted for at fair value on a recurring basis are presented in the tables below:

	Marketable Securities Fair Value as of January 31, 2019			
	Level 1	Level 2	Level 3	Total
Assets:				
Corporate bonds	$261,333	$—	$ —	$261,333
Municipal and pre-refunded municipal bonds	—	51,232	—	51,232
Federal government agencies	8,062	—	—	8,062
Mutual funds, held in rabbi trust	6,751	—	—	6,751
Certificates of deposit	—	3,193	—	3,193
Commercial paper		2,979	—	2,979
Treasury bills	2,974	—	—	2,974
	$279,120	$57,404	$ —	$336,524

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

	Marketable Securities Fair Value as of January 31, 2018			
	Level 1	Level 2	Level 3	Total
Assets:				
Corporate bonds	$151,053	$—	$ —	$151,053
Municipal and pre-refunded municipal bonds	—	62,303	—	62,303
Mutual funds, held in rabbi trust	6,237	—	—	6,237
Certificates of deposit	—	4,220	—	4,220
	$157,290	$66,523	$ —	$223,813

Financial assets

Level 1 assets consist of financial instruments whose value has been based on inputs that use, as their basis, readily observable market data that are actively quoted and are validated through external sources, including third-party pricing services and brokers.

Level 2 assets consist of financial instruments whose value has been based on quoted prices for similar assets and liabilities in active markets as well as quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 assets consist of financial instruments where there has been no active market. The Company held no Level 3 financial instruments as of January 31, 2019 and January 31, 2018.

The fair value of cash and cash equivalents (Level 1) approximates carrying value since cash and cash equivalents consist of short-term highly liquid investments with maturities of less than three months at the time of purchase. As of January 31, 2019 and 2018, cash and cash equivalents included cash on hand, cash in banks, money market accounts and marketable securities with maturities of less than three months at the time of purchase. The fair value of debt approximates its carrying value as it is all variable rate debt.

Non-financial assets

The Company’s non-financial assets, primarily consisting of property and equipment and goodwill, are tested for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable and, in the case of goodwill, an annual assessment is performed.

The fair value of property and equipment was determined using a discounted cash-flow model that utilized Level 3 inputs. The Company’s retail locations are reviewed for impairment at the retail location level, which is the lowest level at which individual cash flows can be identified. In calculating future cash flows, the Company makes estimates regarding future operating results based on its experience and knowledge of market factors in which the retail location is located. Goodwill has been assigned to reporting units for purposes of impairment testing. The Company evaluates

goodwill to determine if the carrying value exceeds the fair value of the reporting unit. During fiscal 2019, 2018 and 2017, the Company determined that certain long-lived assets at the Company's retail locations were unable to recover their carrying value. These assets were written down to a fair value resulting in impairment charges of $3,544, $11,410 and $4,341 in fiscal 2019, 2018 and 2017, respectively.

6. Property and Equipment

Property and equipment is summarized as follows:

	January 31,	
	2019	2018
Land	$27,083	$21,310
Buildings	347,468	305,883
Furniture and fixtures	438,163	439,729
Leasehold improvements	922,884	921,629
Other operating equipment	323,298	300,304
Construction-in-progress	22,163	34,913
	2,081,059	2,023,768
Accumulated depreciation	(1,285,030)	(1,210,000)
Total	$796,029	$813,768

Depreciation expense for property and equipment in fiscal 2019, 2018 and 2017 was $116,291, $125,820 and $133,130, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

7. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

	January 31,	
	2019	2018
Sales return reserves [1]	$51,990	$28,902
Gift cards and merchandise credits	42,480	56,210
Accrued sales and VAT taxes	15,987	19,193
Accrued rents, estimated property taxes and other property expenses	14,072	16,487
Federal, state and foreign income taxes	11,189	16,403
Accrued construction	7,171	10,353
Other current liabilities	44,542	48,362
Total	$187,431	$195,910

(1) Refer to Note 2, “Summary of Significant Accounting Policies”, for the change in accounting for the sales return reserve resulting from an accounting standards update.

8. Debt

On June 29, 2018, the Company and its domestic subsidiaries entered into an amended and restated credit agreement (the “Amended Credit Agreement”) that amended the Company’s asset-based revolving credit facility with certain lenders, including JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Chase Bank, N.A. and Wells Fargo Bank, National Association, as joint lead arrangers and co-book managers.

The Amended Credit Agreement extended the maturity date of the senior secured revolving credit facility to June 2023 (the “Amended Credit Facility”). The Amended Credit Facility provides for loans and letters of credit up to $350,000, subject to a borrowing base that is comprised of the Company’s eligible accounts receivable and inventory. The Amended Credit Facility includes a swing-line sub-facility, a multicurrency sub-facility and the option to expand the facility by up to $150,000. The funds available under the Amended Credit Facility may be used for working capital and other general corporate purposes.

The Amended Credit Facility provides for interest on borrowings, at the Company’s option, at either (i) adjusted LIBOR, CDOR or EURIBOR plus an applicable margin ranging from 1.125% to 1.375%, or (ii) an adjusted ABR plus an applicable margin ranging from 0.125% to 0.375%, each such applicable margin depending on the level of availability under the Amended Credit Facility. Depending on the type of borrowing, interest on the Amended Credit Agreement is payable monthly, quarterly or at the end of the interest period. A commitment fee of 0.20% is payable quarterly on the unused portion of the Amended Credit Facility.

All obligations under the Amended Credit Facility are unconditionally guaranteed by the Company and certain of its U.S. subsidiaries. The obligations under the Amended Credit Facility are secured by a first-priority security interest in inventory, accounts receivable, and certain other assets of the Company and certain of its U.S. subsidiaries. The obligations of URBN Canada Retail, Inc. are secured by a first-priority security interest in its inventory, accounts

receivable, and certain other assets. The Amended Credit Agreement contains customary representations and warranties, negative and affirmative covenants and provisions relating to events of default.

As of January 31, 2019, the Company was in compliance with all terms of the Amended Credit Agreement and borrowings under the Amended Credit Facility totaled $0. Outstanding stand-by letters of credit, which reduce the funds available under the Amended Credit Facility, were $13,243.

Additionally, the Company has borrowing agreements with two separate financial institutions under which the Company may borrow an aggregate of $130,000 for the purposes of trade letter of credit issuances. The availability of any future borrowings under the trade letter of credit facilities is subject to acceptance by the respective financial institutions. As of January 31, 2019, the Company had outstanding trade letters of credit of $70,850, and available trade letters of credit of $59,150 under these facilities.

9. Income Taxes

On December 22, 2017, the U.S. government enacted the Tax Cuts and Jobs Act (the “Tax Act”). The Tax Act significantly changed existing U.S. tax law that affected fiscal 2019 and 2018, by, among other things: (i) reducing the U.S. federal corporate tax rate from 35% to 21%; (ii) requiring companies to pay a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries that is payable over eight years; (iii) implementing bonus depreciation that will allow for full expensing of qualified property; (iv) generally eliminating U.S. federal income taxes on certain dividends from foreign subsidiaries; (v) creating the base erosion anti-abuse tax, a new minimum tax; (vi) creating a new limitation on deductible interest expense; and (vii) creating the global intangibles low-tax income

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("GILTI") inclusions. The Tax Act reduced the federal corporate tax rate to 21% as of January 1, 2018. Due to Section 15 of the Internal Revenue Code of 1986, as amended, the Company had a blended corporate tax rate of 33.8% for fiscal 2018. The Company's federal corporate tax rate was 21% for fiscal 2019.

In fiscal 2018, the Company recorded provisional estimates for U.S. tax reform in its provision for income taxes, which amounted to an expense of $64,705. Staff Accounting Bulletin No. 118 ("SAB No. 118") allowed registrants to record provisional estimates for U.S. tax reform during a measurement period not to exceed one year from the enactment date, December 22, 2017. In fiscal 2019, the Company recorded an additional net $1,197 tax expense to adjust its initial provisional estimates for U.S. tax reform in its provision for income taxes.

Reduction of U.S. Federal Corporate Tax Rate

The Tax Act reduced the U.S. corporate tax rate to 21%, effective January 1, 2018. For certain of the Company's U.S. deferred tax assets and liabilities, the Company recorded an adjustment in December 2018 to adjust its initial provisional estimate for the impact of the reduction in its U.S. corporation rate. The adjustment was specifically related to changes to certain deferred tax assets and liabilities upon filing of the Company's 2017 tax return, which impacted the Company's initial estimate of the revaluation of these deferred tax assets and liabilities as a result of the reduced corporate tax rate.

Deemed Repatriation Transition Tax

The Deemed Repatriation Transition Tax ("Transition Tax") is a tax on previously untaxed accumulated and current E&P of certain of the Company's foreign subsidiaries. To determine the amount of the Transition Tax, the Company must determine, in addition to other factors, the amount of post-1986 E&P of the relevant subsidiaries, as well as the amount of non-U.S. income taxes paid on such earnings. The Company recorded an adjustment in December 2018 to adjust its initial provisional estimate for the Transition Tax. The adjustment was specifically related to changes in estimates for previously untaxed accumulated and current E&P of certain of the Company's foreign subsidiaries, and the associated foreign tax credits.

Global Intangibles Low-tax Income

The Tax Act creates a new requirement that certain income (i.e., GILTI) earned by controlled foreign corporations ("CFCs") must be included currently in the gross income of the CFCs' U.S. shareholder. GILTI is the excess of the shareholder's net CFC-tested income over the net deemed tangible income return, which is currently defined as the excess of (i) 10% of the aggregate of the U.S. shareholder's pro rata share of the qualified business asset investment of each CFC with respect to which it is a U.S. shareholder over, (ii) the amount of certain interest expense taken into account in the determination of net CFC-tested income. The Company has elected to treat taxes due on future U.S. inclusions in taxable income related to GILTI as a current period expense when incurred (i.e., the period cost method).

While management has completed its analysis within the applicable measurement period, pursuant to SAB No. 118, the Company is accounting for the tax impact of the Tax Act based on an interpretation of existing statutory law, including guidance issued by the U.S. Treasury and the U.S. Internal Revenue Service (the "IRS"). During the second half of fiscal 2019, the U.S. Treasury and the IRS issued certain proposed regulations addressing new provisions such

as GILTI, Base Erosion and Anti-abuse Tax, Foreign Tax Credit and the Anti-hybrid Regulations. While there can be no assurances as to the effect of any final regulations on the Company's income tax provision, management will continue to evaluate the impact as any regulations issued become final.

The components of income before income taxes are as follows:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Domestic	$336,823	$208,787	$297,347
Foreign	48,730	52,579	40,752
	$385,553	$261,366	$338,099

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

The components of the provision for income tax expense/(benefit) are as follows:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Current:			
Federal	$71,520	$124,988	$103,951
State	18,088	10,772	15,130
Foreign	9,356	9,014	5,699
	$98,964	$144,774	$124,780
Deferred:			
Federal	$(6,818)	$10,270	$(5,765)
State	965	(1,914)	1,029
Foreign	(5,561)	(27)	(65)
	(11,414)	8,329	(4,801)
	$87,550	$153,103	$119,979

The following table reflects the differences between the statutory U.S. federal income tax rate and the Company’s effective tax rate:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Expected provision at statutory U.S. federal tax rate	21.0%	33.8%	35.0%
State and local income taxes, net of federal tax benefit	3.9	2.3	3.1
Foreign taxes	(1.5)	(3.4)	(2.9)
Net impact of U.S. tax reform	0.3	24.7	—
Other	(1.0)	1.2	0.3
Effective tax rate	22.7%	58.6%	35.5%

The significant components of deferred tax assets and liabilities as of January 31, 2019 and 2018 are as follows:

	January 31,	
	2019	2018
Deferred tax liabilities:		
Prepaid expense	$(1,729)	$(2,358)

Depreciation	(39,303)	(38,662)
Other temporary differences	(1,258)	(1,017)
Gross deferred tax liabilities	(42,290)	(42,037)
Deferred tax assets:		
Deferred rent	52,409	54,958
Inventory	10,579	9,726
Accounts receivable	2,198	1,240
Net operating loss carryforwards	1,945	2,364
Tax uncertainties	953	1,033
Accrued salaries and benefits	20,216	14,437
Income tax credits	4,659	5,399
Other temporary differences	6,119	8,533
Gross deferred tax assets, before valuation allowances	99,078	97,690
Valuation allowances	(3,906)	(9,451)
Net deferred tax assets	$52,882	$46,202

Net deferred tax assets are attributed to the jurisdictions in which the Company operates. As of January 31, 2019 and 2018, respectively, $22,885 and $19,061 were attributable to U.S. federal, $15,079 and $16,848 were attributed to state jurisdictions and $14,918 and $10,293 were attributed to foreign jurisdictions.

As of January 31, 2019, certain non-U.S. subsidiaries of the Company had net operating loss carryforwards for tax purposes of approximately $471 that expire from 2019 through 2029 and approximately $5,689 that do not expire. Certain U.S. subsidiaries of the Company had state net operating loss carryforwards for tax purposes of approximately $7,641 that expire from 2021 through 2038 and

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approximately $2,866 that do not expire. Certain U.S. subsidiaries of the Company had state credit carryforwards for tax purposes of approximately $5,954 that expire from 2021 through 2031. As of January 31, 2019, the Company had a full valuation allowance for certain foreign net operating loss carryforwards and a partial valuation allowance against state credit carryforwards where it was uncertain the carryforwards would be utilized. The Company had no valuation allowance for certain other foreign and state net operating loss carryforwards where management believes it is more-likely-than-not the tax benefit of these carryforwards will be realized.

As of January 31, 2019, approximately $224,876 of cash and cash equivalents were held by the Company's non-U.S. subsidiaries for which no deferred taxes have been provided. Additionally, the Company has cumulative undistributed earnings of $352,076 that were subject to the one-time deemed repatriation transition tax required by the Tax Act. The Company continues to believe that certain foreign earnings are indefinitely reinvested; however, as the Company continues to evaluate the impacts of the Tax Act, the Company may change this assertion in a future period. Since under the Tax Act there will be no additional federal income taxes when these amounts are repatriated, and the relevant foreign jurisdictions do not impose a withholding tax on dividends, the Company would only be subject to state income tax on these earnings. A change in this assertion in a future period would not have a material impact on the Company's financial statements.

A reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits is as follows:

	January 31,		
Tax Benefit Reconciliation	2019	2018	2017
Balance at the beginning of the period	$4,546	$5,798	$7,838
Increases in tax positions for prior years	18,077	45	21
Decreases in tax positions for prior years	(921)	(511)	(725)
Increases in tax positions for current year	196	128	187
Settlements	—	—	(590)
Lapse in statute of limitations	(492)	(914)	(933)
Balance at the end of the period	$21,406	$4,546	$5,798

The total amount of net unrecognized tax benefits that, if recognized, would impact the Company's effective tax rate were $21,319 and $4,127 as of January 31, 2019 and 2018, respectively. The Company accrues interest and penalties related to unrecognized tax benefits in income tax expense in the Consolidated Statements of Income, which is consistent with the recognition of these items in prior reporting periods. During the years ended January 31, 2019, 2018 and 2017, the Company recognized expense/(benefit) of $449, ($209) and ($218), respectively, related to interest and penalties. The Company accrued $822 and $568 for the payment of interest and penalties as of January 31, 2019 and 2018, respectively.

The Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In November 2017, the Company received notification that the Company's U.S. income tax return for the period ended

January 31, 2016 was selected for examination. The Company is also under audit in certain foreign jurisdictions. Certain federal, foreign and state jurisdictions are subject to audit from fiscal 2009 to 2018. It is possible that a state or foreign examination may be resolved within 12 months. Due to the potential for resolution of federal and foreign audit and state examinations, and the expiration of various statutes of limitation, it is possible that the Company's gross unrecognized tax benefits balance may change within the next 12 months by a range of zero to $3,083.

10. Share-Based Compensation

The Company's 2017 Stock Incentive Plan (the "2017 Plan") authorized up to 10,000,000 common shares, which can be granted as restricted stock, RSU's, PSU's, incentive stock options, nonqualified stock options, SAR's and stock grant awards. As of January 31, 2019, there were 9,813,500 common shares available to grant under the 2017 Plan.

The Company's 2008 Stock Incentive Plan (the "2008 Plan") authorized up to 10,000,000 common shares, which can be granted as RSU's, unrestricted shares, incentive stock options, nonqualified stock options, PSU's or SAR's. As of January 31, 2019, there were 4,238,213 common shares available to grant under the 2008 Plan. Pursuant to the terms of the 2008 Plan, certain awards may not be granted after February 25, 2018. Awards under the 2017 Plan and the 2008 Plan generally expire seven or ten years from the date of grant, thirty days after termination of employment or six months after the date of death or termination due to disability of the grantee.

During fiscal 2019 and 2018, the Company elected to account for forfeitures as they occur rather than estimate expected forfeitures. During fiscal 2017, based on the Company's historical experience, it assumed an annualized forfeiture rate of 5% for its unvested share-based awards granted during the respective years.

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Share-based compensation expense, included in “Selling, general and administrative expenses” in the Consolidated Statements of Income, for the fiscal years ended January 31, 2019, 2018 and 2017 was as follows:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Stock Options	$1,854	$897	$1,002
Stock Appreciation Rights	4	142	240
Performance Stock Units [1]	2,463	3,562	12,349
Restricted Stock Units	13,783	9,916	4,700
Total	$18,104	$14,517	$18,291

(1) Includes: (i) the reversal of $4,213 of previously recognized compensation expense in fiscal 2019, related to 313,077 PSU’s that will not vest as the achievement of the related performance target is not probable; (ii) the reversal of $11,515 of previously recognized compensation expense in fiscal 2018, related to 871,779 PSU’s that will not vest as the achievement of the related performance target is not probable; and (iii) the reversal of $7,908 of previously recognized compensation expense in fiscal 2017, related to 505,510 PSU’s that will not vest as the achievement of the related performance target is not probable.

The total tax benefit associated with share-based compensation expense for the fiscal years ended January 31, 2019, 2018 and 2017 was $4,465, $5,438 and $7,132, respectively. The tax benefit realized from share-based compensation for the fiscal years ended January 31, 2019, 2018 and 2017 was $8,309, $1,753 and $2,272, respectively.

Stock Options

The Company may grant stock options that generally vest over a period of one year. Stock options become exercisable over the vesting period in installments determined by the Company, which can vary depending upon each individual grant. Stock options granted to non-employee directors generally vest over a period of one year.

A Black-Scholes model was used to estimate the fair value of stock options granted in the fiscal year ended January 31, 2019. A Monte Carlo simulation was used to estimate the fair value of stock options granted in fiscal years ended January 31, 2018 and 2017. A different model was used to value fiscal 2019 grants due to changes in grant provisions under the 2017 Plan. Both models use assumptions including the risk-free rate of interest, expected volatility of the Company’s stock price and expected life of the awards. The Company uses historical data on exercise timing to determine the expected life assumption. The risk-free rate of interest for periods within the contractual life of the award is based on U.S. Government Securities Treasury Constant Maturities over the expected term of the equity instrument. The expected volatility is based on a weighted-average of the implied volatility and the Company’s most recent historical volatility. The following weighted-average assumptions were used in the models to estimate the fair value of stock options at the date of grant:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Expected life, in years	5.4	3.4	3.4
Risk-free interest rate	2.8 %	1.6 %	0.9 %
Volatility	35.6%	40.2%	34.2%
Dividend rate	—	—	—

The following table summarizes the Company’s stock option activity for the fiscal year ended January 31, 2019:

	Shares	Weighted-Average Exercise Price	Weighted-Average Contractual Terms (years)	Aggregate Intrinsic Value
Awards outstanding at beginning of year	900,000	$ 32.01	3.4	$ 3,933
Granted	140,000	46.42		
Exercised	(430,000)	31.67		
Forfeited or Expired	—	—		
Awards outstanding at end of year	610,000	35.55	3.9	$ 2,007
Awards outstanding fully vested and expected to vest	610,000	35.55	3.9	$ 2,007
Awards exercisable at end of year	470,000	$ 32.31	3.2	$ 2,007

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The following table summarizes other information related to stock options during the years ended January 31, 2019, 2018 and 2017:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Weighted-average grant date fair value—per share	$17.12	$5.37	$7.31
Intrinsic value of awards exercised	$4,369	$—	$1,566
Net cash proceeds from the exercise of stock options	$13,618	$—	$4,096

Total unrecognized compensation cost of stock options granted but not yet vested, as of January 31, 2019, was $821, which is expected to be recognized over the weighted-average period of 0.3 year.

Stock Appreciation Rights

The Company may grant SAR's that generally vest over a five year period. Each vested SAR entitles the holder the right to the differential between the value of the Company's common share price at the date of exercise and the value of the Company's common share price at the date of grant. There were no SAR's granted during the fiscal years ended January 31, 2019, 2018 and 2017.

The following table summarizes the Company's SAR activity for the fiscal year ended January 31, 2019:

	Awards	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Awards outstanding at beginning of year	214,975	$ 32.69	1.6	$ 493
Granted	—	—		
Exercised	(197,600)	32.45		
Forfeited or Expired	(7,375)	32.80		
Awards outstanding at end of year	10,000	37.34	1.7	$ —

Awards outstanding fully vested and expected to vest	10,000	37.34	1.7	$ —
Awards exercisable at end of year	10,000	$ 37.34	1.7	$ —

The following table summarizes other information related to SAR's during the years ended January 31, 2019, 2018 and 2017:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Intrinsic value of awards exercised	$1,451	$ 5	$566

There were no unrecognized compensation costs of SAR's granted, but not yet vested, as of January 31, 2019.

Performance Stock Units

The Company may grant PSU's that vest based on the achievement of various company performance targets and external market conditions. The fair value of the PSU's are determined using a Monte Carlo simulation. This model uses assumptions including the risk free interest rate, expected volatility of the Company's stock price and expected life of the awards. The Company makes certain estimates about the number of awards that will vest. Once the Company determines that it is probable that the performance targets will be met, compensation expense is recorded for these awards. If any of these performance targets are not met, the awards are forfeited. Each PSU is equal to one common share with varying maximum award value limitations. PSU's typically vest over a two to five-year period.

The following table summarizes the Company's PSU activity for the fiscal year ended January 31, 2019:

	Shares	Weighted-Average Fair Value
Non-vested awards outstanding at beginning of year	2,667,261	$ 21.84
Granted	100,000	34.76
Vested	(468,525)	22.45
Forfeited	(943,109)	22.08
Non-vested awards outstanding at end of year	1,355,627	$ 22.45

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The weighted-average grant date fair value of PSU's awarded during the fiscal years ended January 31, 2019, 2018 and 2017 was $34.76, $23.38 and $27.30, per share, respectively. Unrecognized compensation cost related to unvested PSU's as of January 31, 2019 was $5,137, which is expected to be recognized over a weighted-average period of 1.7 years.

Restricted Stock Units

The Company may grant RSU's that vest based on the achievement of specified service conditions. RSU's typically vest over a two to five-year period.

The following table summarizes the Company's RSU activity for the fiscal year ended January 31, 2019:

	Shares	Weighted-Average Fair Value
Non-vested awards outstanding at beginning of year	1,091,500	$ 26.92
Granted	571,500	36.55
Vested	(214,166)	26.86
Forfeited	(70,000)	29.14
Non-vested awards outstanding at end of year	1,378,834	$ 30.82

The weighted-average grant date fair value of RSU's awarded during the fiscal year ended January 31, 2019, 2018 and 2017 was $36.55, $26.01 and $28.10, per share, respectively. The aggregate grant date fair value of RSU's vested during the fiscal year ended January 31, 2019 was $26.86. No RSU's vested during the fiscal years ended January 31, 2018 and 2017. Unrecognized compensation costs related to unvested RSU's as of January 31, 2019, was $19,283, which is expected to be recognized over a weighted-average period of 2.1 years.

11. Shareholders' Equity

Share repurchase activity under the Company's share repurchase programs is as follows:

	Fiscal Year Ended January 31,	
	2019	2018

Number of common shares repurchased and subsequently retired	3,500,000	8,092,906
Total cost	$121,397	$157,044
Average cost per share, including commissions	$34.68	$19.41

On February 23, 2015, the Company's Board of Directors authorized the repurchase of 20,000,000 common shares under a share repurchase program; all shares were repurchased by the end of August 2017. On August 22, 2017, the Company's Board of Directors authorized the repurchase of an additional 20,000,000 common shares under a share repurchase program, of which 14,402,153 common shares were remaining as of January 31, 2019.

Subsequent to January 31, 2019, the Company repurchased and subsequently retired a total of 2,430,827 common shares for approximately $71,242, at an average price of $29.31 per share, including commissions.

In addition to the common shares repurchased under the share repurchase programs, during the fiscal years ended January 31, 2019 and 2018, the Company acquired and subsequently retired 254,181 and 92,455 common shares at a total cost of $10,245 and $2,182, respectively, from employees to meet minimum statutory tax withholding requirements.

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12. Other Comprehensive Income (Loss) and Accumulated Other Comprehensive Loss

The following tables present the changes in “Accumulated other comprehensive loss,” by component, net of tax, for the fiscal years ended January 31, 2019 and 2018, respectively:

	Fiscal Year Ended January 31, 2019		
	Foreign Currency Translation	Unrealized Gains and (Losses) on Available-for-Sale Securities	Total
Beginning Balance	$(10,340)	$ (311)	$(10,651)
Other comprehensive income (loss) before reclassifications	(16,585)	155	(16,430)
Amounts reclassified from accumulated other comprehensive income (loss)	—	(22)	(22)
Net current-period total other comprehensive income (loss)	(16,585)	133	(16,452)
Ending Balance	$(26,925)	$ (178)	$(27,103)

	Fiscal Year Ended January 31, 2018		
	Foreign Currency Translation	Unrealized Gains and (Losses) on Available-for-Sale Securities	Total
Beginning Balance	$(34,012)	$ (57)	$(34,069)
Other comprehensive income (loss) before reclassifications	23,672	(219)	23,453
Amounts reclassified from accumulated other comprehensive income (loss)	—	(35)	(35)
Net current-period total other comprehensive income (loss)	23,672	(254)	23,418
Ending Balance	$(10,340)	$ (311)	$(10,651)

All unrealized gains and losses on available-for-sale securities reclassified from accumulated other comprehensive loss were recorded in “Interest income” in the Consolidated Statements of Income.

13. Net Income Per Common Share

The following is a reconciliation of the weighted-average common shares outstanding used for the computation of basic and diluted net income per common share:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Basic weighted-average common shares outstanding	108,303,594	111,887,308	116,873,023
Effect of dilutive options, stock appreciation rights, restricted stock units and performance stock units	1,402,413	480,616	418,094
Diluted weighted-average shares outstanding	109,706,007	112,367,924	117,291,117

For the fiscal years ended January 31, 2019, 2018 and 2017, awards to purchase 281,875 common shares ranging in price from $35.85 to $46.42, awards to purchase 906,294 common shares ranging in price from $25.60 to $46.02 and awards to purchase 812,957 common shares ranging in price from $28.10 to $46.02, respectively, were excluded from the calculation of diluted net income per common share because the impact would be anti-dilutive.

As of January 31, 2019 and 2018, 1,175,655 and 2,509,536 contingently issuable awards, respectively, were excluded from the calculation of diluted net income per common share as they did not meet certain performance criteria.

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14. Commitments and Contingencies

Leases

The Company leases its stores, certain fulfillment and distribution centers, and offices under non-cancelable operating leases. The following is a schedule by year of the future minimum lease payments for operating leases with original terms in excess of one year:

Fiscal Year	
2020	$294,527
2021	263,209
2022	228,596
2023	200,776
2024	167,130
Thereafter	558,655
Total minimum lease payments	$1,712,893

Amounts noted above include commitments for 11 executed leases for stores and fulfillment centers not opened as of January 31, 2019 as well as one ground lease with Waterloo Devon, LP, a related party (See Note 15, “Related Party Transactions”). The majority of our leases allow for renewal options between five and ten years upon expiration of the initial lease term. The store leases generally provide for payment of direct operating costs including real estate taxes. Certain store leases provide for contingent rentals when sales exceed specified breakpoint levels, in lieu of a fixed minimum rent, that are not reflected in the above table. Additionally, the Company has entered into store leases that require a percentage of total sales to be paid to landlords in lieu of minimum rent.

Rent expense consisted of the following:

	Fiscal Year Ended January 31,		
	2019	2018	2017
Minimum and percentage rentals	$277,358	$269,107	$260,421
Contingent rentals	651	694	2,244
Total	$278,009	$269,801	$262,665

Purchase Commitments

As of January 31, 2019, the Company also has commitments for unfulfilled purchase orders for merchandise ordered from our vendors in the normal course of business, which are satisfied within 12 months, as well as commitments for

products and services including information technology contracts, of $511,410. The majority of the Company's merchandise commitments are cancellable with no or limited recourse available to the vendor until the merchandise shipping date. As of January 31, 2019, the Company also has commitments related to contracts with construction contractors, fully satisfied upon the completion of construction, which is typically within 12 months, of $49,118.

Benefit Plans

Full and part-time U.S. based employees who are at least 18 years of age are eligible after three months of employment to participate in the Urban Outfitters 401(k) Savings Plan (the "Plan"). Under the Plan, employees can defer 1% to 25% of compensation as defined. Beginning January 1, 2019, the Company now makes matching contributions in cash of $0.50 per employee contribution dollar on the first 6% of the employee contribution. Prior to January 1, 2019, the Company made matching contributions in cash of $0.25 per employee contribution dollar on the first 6% of the employee contribution. The employees' contribution is 100% vested while the Company's matching contribution vests at 20% per year of employee service. The Company's contributions were $3,549, $2,602 and $2,455 for fiscal years 2019, 2018 and 2017, respectively.

The NQDC provides certain employees who are limited in their participation under the Plan the opportunity to defer compensation as defined within the NQDC. Deferred compensation under the NQDC consists of elective deferral credits, if any, made by the participant and discretionary contribution credits made by the Company. Employee contributions are 100% vested on the contribution date and the Company's discretionary contribution is 100% vested upon crediting to participants' accounts on an annual basis. The Company made a matching contribution of $46, $52 and $84 during fiscal years 2019, 2018 and 2017, respectively. The NQDC obligation was $6,751 and $6,237 as of January 31, 2019 and 2018, respectively. The Company has purchased investments to fund the NQDC obligation. The investments had an aggregate market value of $6,751 and $6,237 as of January 31, 2019 and 2018, respectively, and are included in "Marketable securities" in the Consolidated Balance Sheets (see Note 4, "Marketable Securities").

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Contingencies

The Company is party to various legal proceedings arising from normal business activities. Management believes that the ultimate resolution of these matters will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

15. Related Party Transactions

Drinker Biddle & Reath LLP ("DBR"), a law firm, provided general legal services to the Company. Fees paid to DBR during fiscal 2019, 2018 and 2017 were $1,052, $2,652 and $2,420, respectively. Harry S. Cherken, Jr., a director of the Company, is a partner at DBR. Amounts due to DBR as of January 31, 2019 and 2018 were approximately $169 and $87, respectively.

The McDevitt Company, a real estate company, acted as a broker in substantially all of the Company's new real estate transactions during fiscal 2019, 2018 and 2017 in the United States. The Company has not paid any compensation to The McDevitt Company, but the Company has been advised that The McDevitt Company has received commissions from other parties to such transactions. Wade L. McDevitt is the brother-in-law of Scott Belair, one of the Company's former directors, and is the president and the sole shareholder of The McDevitt Company. Mr. McDevitt's wife, Wendy McDevitt, is an employee of the Company. In addition, Mr. McDevitt owns McDevitt Corporation Limited, a United Kingdom entity, and McDevitt Netherlands BV, a Dutch entity. During fiscal 2019, 2018 and 2017, the Company paid real estate commissions of $187, $249 and $157, respectively, to West Street Consultancy Limited, a United Kingdom entity owned by an employee of McDevitt Corporation Limited. The Company also paid commissions of $44, $735 and $144 during fiscal 2019, 2018 and 2017, respectively, to McDevitt Netherlands BV. The Company has been advised that West Street Consultancy Limited has entered into an arrangement to share a portion of its commissions with McDevitt Corporation Limited.

On September 20, 2016, the Company, through its wholly-owned subsidiary, Anthropologie, Inc., entered into a ground lease (the "Lease") with Waterloo Devon, L.P. (the "Landlord"). Wade L. McDevitt was a minority owner of the Landlord and its general partner. Pursuant to the Lease, the Company rented approximately 6 acres located in Devon, Pennsylvania to develop a lifestyle center, which includes an expanded format Anthropologie store, a Terrain store, several restaurant concepts under the Food and Beverage division, and a boutique event space. The Lease, which commenced on June 14, 2017, has an initial term of 40 years with two options to extend, each for an additional ten-year term. The initial rental rate is $1,087 per year, and rent increases 10% every five years during the initial term. The aggregate amount of rental payments payable under the initial term of the Lease is approximately $62,135. Real estate taxes, insurance, construction costs and other third-party expenses will also be paid by the Company. If the Company exercises its option to extend the Lease, rental payments during such extension term will be 90% of the market rental rate. During fiscal 2019 and 2018, the Company made payments of $1,088 and $776, respectively, to the Landlord. An independent committee of the Board of Directors retained a national commercial real estate services firm to provide an appraisal of the initial market rental value of a portion of the property, which confirmed that the proposed initial rental rate per acre was consistent with market rates. The Lease and appraisal were reviewed by a committee of disinterested members of the Company's Board of Directors and the Lease was approved by this committee and by the Company's Board of Directors.

16. Segment Reporting

The Company offers lifestyle-oriented general merchandise and consumer products and services through a portfolio of global consumer brands. The Company operates two reportable segments—"Retail" and "Wholesale." The Company's Retail segment consists of the "Anthropologie," "Bhldn," "Free People," "Terrain" and "Urban Outfitters" brands and the Food and Beverage division. The Anthropologie, Bhldn and Terrain brands make up the "Anthropologie Group." As of January 31, 2019, there were 245 Urban Outfitters stores, 227 Anthropologie Group stores, 135 Free People stores, 13 restaurants under the Food and Beverage division, four Urban Outfitters franchisee-owned stores and one Free People franchisee-owned store. Each of, Urban Outfitters, the Anthropologie Group and Free People, including their Company-owned and franchisee-owned stores and digital channels, and the restaurants operated under the Company's Food and Beverage division, are considered an operating segment. Net sales from the Retail segment accounted for approximately 91.2%, 91.3% and 91.9% of total consolidated net sales for fiscal 2019, 2018 and 2017, respectively. The remaining net sales are derived from the Company's Wholesale segment, which consists of the Free People, Anthropologie and Urban Outfitters brands that sell through approximately 2,200 department and specialty stores worldwide, digital businesses and the Company's Retail segment. The Wholesale segment primarily designs, develops and markets young women's contemporary casual apparel, intimates, FP Movement activewear and shoes under the Free People brand, home goods, including gifts, tabletop and textiles, under the Anthropologie brand and the BDG apparel collection under the Urban Outfitters brand. The Anthropologie wholesale division was established in fiscal 2018 and the Urban Outfitters wholesale division was established in fiscal 2019.

The Company has aggregated its brands into the Retail segment based upon their shared management, customer base and economic characteristics. Reporting in this format provides management with the financial information necessary to evaluate the success of the segments and the overall business. The Company evaluates the performance of the segments based on the net sales and pre-tax income from operations (excluding intercompany charges) of the segment. Corporate expenses include expenses incurred and directed

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by the corporate office that are not allocated to segments. The principal identifiable assets for each reporting segment are inventory and property and equipment.

Other assets are comprised primarily of general corporate assets, which principally consist of cash and cash equivalents, marketable securities, deferred taxes and prepaid expenses, and are typically not allocated to the Company's segments. The Company accounts for intersegment sales and transfers as if the sales and transfers were made to third parties making similar volume purchases.

The Company's omni-channel strategy enhances its customers' brand experience by providing a seamless approach to the customer shopping experience. All available Company-owned shopping channels are fully integrated, including stores, websites, mobile applications, catalogs and customer contact centers. The Company's investments in areas such as marketing campaigns and technology advancements are designed to generate demand for the omni-channel and not the separate store or digital channels. Store sales are primarily fulfilled from that store's inventory, but may also be shipped from any of the Company's fulfillment centers or from a different store location if an item is not available at the original store. Digital orders are primarily shipped to the Company's customers through its fulfillment centers, but may also be shipped from any store, or a combination of fulfillment centers and stores depending on the availability of a particular item. In addition, customers can pick up digital orders and return certain merchandise purchased through digital channels at retail locations. As the Company's customers continue to shop across multiple channels, the Company has adapted its approach towards meeting this demand. Due to the availability of like product in a variety of shopping channels, the Company sources these products utilizing single stock keeping units based on the omni-channel demand rather than the demand of the separate channels. These and other technological capabilities allow the Company to better serve its customers and help it to complete a sale that otherwise may not have occurred due to out-of-stock positions. The Company manages and analyzes its performance based on a single omni-channel rather than separate channels and believe that the omni-channel results present the most meaningful and appropriate measure of its performance.

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The accounting policies of the reportable segments are the same as the policies described in Note 2, “Summary of Significant Accounting Policies.” Both the Retail and Wholesale segments are highly diversified. No one customer constitutes more than 10% of the Company’s total consolidated net sales. A summary of the information about the Company’s operations by segment is as follows:

	Fiscal Year		
	2019	2018	2017
Net sales			
Retail operations	$3,604,170	$3,299,714	$3,256,890
Wholesale operations	357,363	327,539	298,566
Intersegment elimination	(10,910)	(11,239)	(9,662)
Total net sales	$3,950,623	$3,616,014	$3,545,794
Income from operations			
Retail operations	$353,600	$233,844	$325,666
Wholesale operations	68,516	71,877	58,169
Intersegment elimination	399	151	(614)
Total segment operating income	422,515	305,872	383,221
General corporate expenses	(41,202)	(45,980)	(44,694)
Total income from operations	$381,313	$259,892	$338,527
Depreciation expense for property and equipment			
Retail operations	$115,646	$124,935	$132,150
Wholesale operations	645	885	980
Total depreciation expense for property and equipment	$116,291	$125,820	$133,130
Inventory			
Retail operations	$328,783	$300,493	
Wholesale operations	41,724	50,902	
Total inventory	$370,507	$351,395	
Property and equipment, net			
Retail operations	$793,640	$811,128	
Wholesale operations	2,389	2,640	
Total property and equipment, net	$796,029	$813,768	
Cash paid for property and equipment			
Retail operations	$114,324	$83,768	$142,872
Wholesale operations	600	45	842
Total cash paid for property and equipment	$114,924	$83,813	$143,714

URBAN OUTFITTERS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands, except share and per share data)

The following tables summarize net sales and percentage of net sales from contracts with customers by merchandise category:

	Fiscal Year 2019	2018	2017
Net sales			
Apparel [(1)]	2,636,170	2,402,173	2,336,820
Home [(2)]	605,405	581,874	578,369
Accessories [(3)]	498,824	439,952	457,648
Other [(4)]	210,224	192,015	172,957
Total net sales	3,950,623	3,616,014	3,545,794
As a percentage of net sales			
Apparel [(1)]	67 %	67 %	66 %
Home [(2)]	15 %	16 %	16 %
Accessories [(3)]	13 %	12 %	13 %
Other [(4)]	5 %	5 %	5 %
Total net sales	100 %	100 %	100 %

(1) Apparel includes intimates and activewear
(2) Home includes home furnishings, electronics, gifts and decorative items
(3) Accessories includes footwear, jewelry and handbags
(4) Other includes beauty, shipping and handling revenues and the Food and Beverage division

Apparel, Home, and Accessories are sold through both the Retail and Wholesale segments. Revenue recognized from the Other category is primarily attributable to the Retail segment.

The Company has foreign operations primarily in Europe and Canada. Revenues and long-lived assets, based upon the Company’s domestic and foreign operations, are as follows:

	Fiscal Year 2019	2018	2017
Net Sales			
Domestic operations	$3,449,913	$3,163,074	$3,114,014

Foreign operations	500,710	452,940	431,780
Total net sales	$3,950,623	$3,616,014	$3,545,794
Property and equipment, net			
Domestic operations	$723,400	$720,890	
Foreign operations	72,629	92,878	
Total property and equipment, net	$796,029	$813,768	

17. Acquisition

On February 1, 2016, the Company acquired certain assets of the Vetri Family group of restaurants, headquartered in Philadelphia, PA, for a total aggregate purchase price of approximately $18,937, of which $15,325 was paid in cash, $2,687 was satisfied through the settlement of a note receivable and $925 was settled in fiscal 2018. No liabilities were assumed. Pro forma information related to this acquisition is not included because the impact on the Company's Consolidated Statements of Income is not considered to be material.

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