

URBAN OUTFITTERS INC  
Form 8-K  
May 19, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) May 15, 2015**

**URBAN OUTFITTERS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**000-22754**  
**(Commission**

**File Number)**

**23-2003332**  
**(IRS Employer**

**Identification No.)**

**5000 South Broad Street, Philadelphia, PA**  
**(Address of principal executive offices)**

**19112**  
**(Zip Code)**

**Registrant's telephone number, including area code (215) 454-5500**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition**

On May 18, 2015, Urban Outfitters, Inc. (the Company ) issued an earnings release, which is attached hereto as Exhibit 99.1 and incorporated herein by reference. The earnings release disclosed material non-public information regarding the Company s earnings for the three months ended April 30, 2015.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 15, 2015, Tedford G. Marlow notified the Company of his decision to retire as Chief Executive Officer, Urban Outfitters Group, effective August 28, 2015.

**Item 9.01. Financial Statements and Exhibits**

99.1 Earnings Release dated May 18, 2015 Operating results for the three months ended April 30, 2015.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**URBAN OUTFITTERS, INC.**

Date: May 19, 2015

By: /s/ Francis J. Conforti  
Francis J. Conforti  
Chief Financial Officer

- 2 -

**Exhibit Index**

Exhibit No.	Description
EX-99.1	Earnings Release dated May 18, 2015 Operating results for the three months ended April 30, 2015.