

URBAN OUTFITTERS INC
Form 8-K
June 08, 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) June 2, 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.)

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

19112-1495
(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 (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 2, 2015, Urban Outfitters, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the shareholders (i) elected each of the Company's eight nominees for Director to serve a term initially expiring at the Annual Meeting of Shareholders in 2016, (ii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ended January 31, 2016, (iii) re-approved the Urban Outfitters Executive Incentive Plan, (iv) defeated the shareholder proposal regarding human rights report, and (v) defeated the shareholder proposal regarding proxy access. The results of the voting were as follows:

1. Proposal No. 1: Election of Directors.

| Directors | For | Against | Abstain | Broker Non-Vote |
|-----------------------|-------------|----------------|----------------|------------------------|
| Edward N. Antioian | 116,102,229 | 1,478,840 | 114,603 | 3,063,108 |
| Scott A. Belair | 73,595,414 | 43,989,181 | 111,078 | 3,063,107 |
| Harry S. Cherken, Jr. | 70,997,773 | 46,586,908 | 110,993 | 3,063,106 |
| Margaret A. Hayne | 81,756,281 | 35,838,671 | 100,721 | 3,063,107 |
| Richard A. Hayne | 83,547,434 | 33,781,232 | 367,008 | 3,063,106 |
| Elizabeth Ann Lambert | 116,148,986 | 1,482,093 | 64,593 | 3,063,108 |
| Joel S. Lawson III | 109,873,614 | 7,757,850 | 64,208 | 3,063,108 |
| Robert H. Strouse | 93,335,458 | 24,295,844 | 64,370 | 3,063,108 |

2. Proposal No. 2: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for Fiscal Year 2016.

| For | Against | Abstain | Broker Non-Vote |
|-------------|----------------|----------------|------------------------|
| 120,397,321 | 304,593 | 56,863 | 0 |

3. Proposal No. 3: Re-approval of the Urban Outfitters Executive Incentive Plan.

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 98,941,685 | 18,684,813 | 69,072 | 3,063,210 |

4. Proposal No. 4: Shareholder proposal regarding human rights report.

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 28,888,565 | 87,013,561 | 1,793,544 | 3,063,110 |

5. Proposal No. 5: Shareholder proposal regarding proxy access.

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 47,743,389 | 69,758,730 | 193,550 | 3,063,111 |

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: June 8, 2015

By: /s/ Richard A. Hayne
Richard A. Hayne
Chief Executive Officer