

URBAN OUTFITTERS INC  
Form 8-K  
May 27, 2014

**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 27, 2014**

**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 8.01. Other Events**

On May 27, 2014, Urban Outfitters, Inc. (the Company ) announced that its Board of Directors approved a share repurchase program that authorized the repurchase of 10,000,000 of the Company s common shares, from time to time, subject to market conditions and at prevailing market prices. The Company has repurchased all of the shares available under its previous share repurchase programs, including the 10,000,000 common shares authorized by the Board of Directors on August 27, 2013.

Reference is made to the press release filed as Exhibit 99.1 hereto. The information set forth in Exhibit 99.1 is hereby incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit No.	Description
99.1	Press Release, dated May 27, 2014.

**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 27, 2014

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

- 2 -

**Exhibit Index**

Exhibit No.	Description
EX-99.1	Press Release, dated May 27, 2014.