

URBAN OUTFITTERS INC  
Form 8-K  
February 05, 2010

**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) February 4, 2010**

**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)**

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

**19112-1495**

**(Zip Code)**

**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))

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

On February 4, 2010, the Company issued a sales release, which is attached hereto as Exhibit 99.1 and incorporated herein by reference. The sales release disclosed material non-public information regarding the Company's sales for the three and twelve months ended January 31, 2010.

**Item 9.01. Financial Statements and Exhibits**

99.1 Sales Release dated February 4, 2010 Sales for the three and twelve months ended January 31, 2010.

**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: February 5, 2010

By:

/s/ ERIC ARTZ  
**Eric Artz**  
**Chief Financial Officer**

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**Exhibit Index**

Exhibit No.		Description
EX-99.1	Sales Release dated February 4, 2010	Sales for the three and twelve months ended January 31, 2010.