
**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) August 22, 2017

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 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On August 22, 2017, the Board of Directors (the “Board”) of Urban Outfitters, Inc. (the “Company”) increased the size of the Board from nine to ten members and, upon the recommendation of the Nominating and Governance Committee, elected Sukhinder Singh Cassidy to serve as a director. Ms. Cassidy will immediately begin serving for a term that expires at the 2018 Annual Meeting of Shareholders of the Company. The Board determined that Ms. Cassidy is an independent director under the listing standards of the NASDAQ Global Select Market. Ms. Cassidy will initially serve on the Nominating and Governance Committee of the Board.

In connection with her election and service to the Board, Ms. Cassidy will receive the same compensation from and after August 22, 2017 as all other non-employee directors of the Company, as disclosed in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 3, 2017.

There is no arrangement or understanding between Ms. Cassidy and any other persons pursuant to which Ms. Cassidy was selected as an director. There are no family relationships between Ms. Cassidy and any director or executive officer of the Company and no transactions involving Ms. Cassidy that would require disclosure under Item 404(a) of Regulation S-K.

Reference is made to the press release issued by the Company on August 24, 2017 and filed as Exhibit 99.1 hereto.

Item 8.01. Other Events.

On August 24, 2017, the Company announced that the Board approved a share repurchase program that authorized the repurchase of 20 million of the Company’s common shares, from time to time at its discretion, subject to market conditions and at prevailing market prices. The Company may utilize various methods to effect the repurchases, which could include open market repurchases, negotiated block transactions or accelerated share repurchases, some of which may be effected through Rule 10b5-1 plans under the Securities Exchange Act of 1934, as amended. This program is in addition to the Company’s right to repurchase 985,354 shares remaining as of August 24, 2017 under its previous share repurchase program authorized by the Board of Directors in February 2015.

Reference is made to the press release issued by the Company on August 24, 2017 and filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d)

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated August 24, 2017.

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: August 25, 2017

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

Exhibit Index

Exhibit No.	Description
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99.1	Press Release, dated August 24, 2017.
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URBAN OUTFITTERS, INC.
Philadelphia, PA – August 24, 2017

For Immediate Release

Contact: Oona McCullough
 Investor Relations
 (215) 454-4806

**URBN Appoints a New Member to the Board of Directors and
 Announces an Additional Share Repurchase Program**

PHILADELPHIA, August 24, 2017 – Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle products and services company which operates a portfolio of global consumer brands comprised of Anthropologie, BHLDN, Free People, Terrain and Urban Outfitters brands and the Food and Beverage division, today announced that, effective August 22, 2017, it had expanded the size of its Board from 9 to 10 and elected Sukhinder Singh Cassidy as a Director. The addition of Ms. Cassidy further expands the digital expertise that resides on the Board. She will serve on the Nominating and Governance Committee.

Ms. Cassidy is a leading Internet executive and entrepreneur, with over 20 years of experience building digital businesses. In addition to founding several companies, including theBoardlist, Joyus and Yodlee, she served as CEO of Polyvore, was President of Asia Pacific and Latin America for Google, and was an early business development executive at Amazon. Besides URBN, she also currently serves on the boards of TripAdvisor and Ericsson.

“We are delighted to have Sukhinder Singh Cassidy join our Board as an independent director,” said Richard A. Hayne, Chairman of Urban Outfitters Inc. “She brings with her a wealth of knowledge and experience about our fast-growing digital channel, and I believe she will help guide our digital and omni-channel strategies so we can continue that growth,” finished Mr. Hayne.

The Board of Directors also authorized the repurchase of an additional 20 million common shares. Pursuant to this program, the Company, at its discretion, may repurchase its common shares from time to time, subject to market conditions and at prevailing market prices. The company has 985,354 shares remaining under the February 2015 share repurchase authorization.

Urban Outfitters, Inc., offers lifestyle-oriented general merchandise and consumer products and services through a portfolio of global consumer brands comprised of 245 Urban Outfitters stores in the United States, Canada, and Europe and websites; 225 Anthropologie Group stores in the United States, Canada and Europe, catalogs and websites; 130 Free People stores in the United States and Canada, catalogs and websites and 12 Food and Beverage restaurants, as of July 31, 2017. Free People wholesale sells its product through approximately 1,900 department and specialty stores worldwide, third-party websites and the Company’s own retail stores.

This news release is being made pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Certain matters contained in this release may constitute forward-looking statements. When used in this release, the words “project,” “believe,” “plan,” “will,” “anticipate,” “expect” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any one, or all, of the following factors could cause actual financial results to differ materially from those financial results mentioned in the forward-looking statements: the difficulty in predicting and responding to shifts in fashion trends, changes in the level of competitive pricing and promotional activity and other industry factors, overall economic and market conditions and worldwide political events and the resultant impact on consumer spending patterns, any effects of war, terrorism, and civil unrest, natural disasters or severe weather conditions, increases in labor costs, availability of suitable retail space for expansion, timing of store openings, risks associated with international expansion, seasonal fluctuations in gross sales, the departure of one or more key senior executives, import risks, changes to U.S. and foreign trade policies, including the enactment of tariffs, border adjustment taxes or increases in duties or quotas, the closing or disruption of, or any damage to, any of our distribution centers, our ability to protect our intellectual property rights, risks associated with internet sales, response to new store concepts, our ability to integrate acquisitions, failure of our manufacturers and third-party vendors to comply with our social compliance program, changes in our effective income tax rate, changes in accounting standards and subjective assumptions, regulatory changes and legal matters and other risks identified in the Company’s filings with the Securities and Exchange Commission. The Company disclaims any intent or obligation to update forward-looking statements even if experience or future changes make it clear that actual results may differ materially from any projected results expressed or implied therein.

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