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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) November 30, 2020**

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**URBAN OUTFITTERS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**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)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, par value \$.0001 per share	URBN	NASDAQ Global Select Market

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.

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

Effective October 13, 2020, the Company appointed Francis J. Conforti as Co-President and Chief Operating Officer. On December 1, 2020, the Board of Directors appointed Melanie Marein-Efron as Chief Financial Officer, effective December 2, 2020. Ms. Marein-Efron, 51, joined URBN in January 2013 as Director of Financial, Planning & Analysis and was subsequently promoted to Executive Director Finance & Corporate Development, her current role. Prior to joining the Company, Ms. Marein-Efron worked at Campbell Soup Company, Godiva Chocolate and General Motors in various senior finance roles. She began her career at Arthur Andersen in 1991 in the financial advisory consulting practice. Ms. Marein-Efron holds a B.S. in Economics and M.B.A in Finance from the Wharton School of the University of Pennsylvania and is a Certified Public Accountant. Ms. Marein-Efron will continue to be employed by the Company on an “at-will” basis, and her annual base salary will increase to \$525,000 in her new role as Chief Financial Officer. Ms. Marein-Efron will be eligible to participate in the Company’s Executive Incentive Plan, with potential bonus amounts and targets for the Company’s Fiscal Year 2022 to be set in the future. There is no arrangement or understanding between Ms. Marein-Efron and any other persons pursuant to which she was selected as officer.

On November 30, 2020, upon the recommendation of the Nominating and Governance Committee, the Board of Directors (the “Board”) of Urban Outfitters, Inc. (the “Company”) increased the size of the Board from nine to ten members and elected Amin Maredia and John Mulliken to serve as directors. Messrs. Maredia and Mulliken will immediately begin serving for terms that expire at the 2021 Annual Meeting of Shareholders of the Company. The Board determined that Messrs. Maredia and Mulliken are independent directors under the listing standards of the NASDAQ Global Select Market. Effective December 1, 2020, Scott Galloway resigned from the Board.

In connection with their election to and service on the Board, each will receive the same cash compensation from and after December 1, 2020 as all other non-employee directors of the Company. They will not receive equity compensation until and unless they are reelected to the Board at the Company’s 2021 Annual Meeting.

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

Reference is made to the press release issued by the Company on December 3, 2020 and filed as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated December 3, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: December 3, 2020

By: /s/ Francis J. Conforti  
Francis J. Conforti  
Co-President and Chief Operating Officer

**URBAN OUTFITTERS, INC.**  
**Philadelphia, PA – December 3, 2020**

**For Immediate Release**

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

**URBN Announces Appointment of New CFO**

PHILADELPHIA, PA, December 3, 2020 – Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle products and services company which operates a portfolio of global consumer brands comprised of the Anthropologie, BHLDN, Free People, FP Movement, Terrain, Urban Outfitters, Nuuly and Menus & Venues brands, today announced the promotion of Melanie Marein-Efron, the Company's Executive Director of Corporate Development and Finance, to Chief Financial Officer, effective December 2, 2020.

"I am pleased to announce Melanie's promotion to be our new Chief Financial Officer, and I welcome her to our Executive Leadership Team," said Richard A. Hayne, Chairman and Chief Executive Officer. "I am confident Melanie will approach her new role with the same energy, dedication and thoroughness she has displayed since joining URBN eight years ago," finished Mr. Hayne.

Ms. Marein-Efron joined URBN in January 2013 as Director of Financial, Planning & Analysis and was subsequently promoted to Executive Director Finance & Corporate Development, her current role. Prior to joining the Company, Melanie worked at Campbell Soup Company, Godiva Chocolate and General Motors in various senior finance roles. Melanie began her career at Arthur Andersen in 1991 in the financial advisory consulting practice. Melanie holds a B.S. in Economics and M.B.A in Finance from the Wharton School of the University of Pennsylvania and is a Certified Public Accountant.

Urban Outfitters, Inc., offers lifestyle-oriented general merchandise and consumer products and services through a portfolio of global consumer brands comprised of 250 Urban Outfitters stores in the United States, Canada and Europe and websites; 234 Anthropologie Group stores in the United States, Canada and Europe, catalogs and websites; 146 Free People stores in the United States, Canada and Europe, catalogs and websites, 11 Menus & Venues restaurants, 1 Urban Outfitters franchisee-owned store and 1 Anthropologie Group franchisee-owned store, as of October 31, 2020. Free People and Urban Outfitters wholesale sell their products through approximately 2,300 department and specialty stores worldwide, digital businesses and the Company's Retail segment.

**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 contain 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 impacts of public health crises such as the coronavirus (COVID-19) pandemic, 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, the effects of the implementation of the United Kingdom's withdrawal from membership in the European Union (commonly referred to as "Brexit"), including currency fluctuations, economic conditions and legal or regulatory changes, any effects of war, terrorism and civil unrest, natural disasters, severe or unseasonable weather conditions or public health crises, increases in labor costs, increases in raw material 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 digital sales, our ability to maintain and expand our digital sales channels, response to new store concepts, our ability to integrate acquisitions, any material disruptions or security breaches with respect to our technology systems, failure of our manufacturers and third-party vendors to comply with our social compliance program, changes in our effective income tax rate (including the uncertainties associated with the U.S. Tax Cuts and Jobs Act), changes in accounting standards and subjective assumptions, regulatory changes and legal matters and other risks identified in our 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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