



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

August 7, 2012

Via E-mail

Richard A. Hayne
Chief Executive Officer
Urban Outfitters, Inc.
5000 South Broad Street
Philadelphia, PA 19112

**Re: Urban Outfitters, Inc.
Form 10-K for Fiscal Year Ended January 31, 2012
Filed April 2, 2012
Form 8-K filed March 13, 2012
File No. 000-22754**

Dear Mr. Hayne:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/Tia L. Jenkins

Tia L. Jenkins
Senior Assistant Chief Accountant
Office of Beverages, Apparel, and
Mining