

**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 7, 2007

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 (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 August 7, 2007, 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 six months ended July 31, 2007.

In addition, on August 9, 2007, the Company issued an earnings release, which is attached hereto as Exhibit 99.2 and incorporated herein by reference. The earnings release disclosed material non-public information regarding the Company's earnings for the three and six months ended July 31, 2007.

Item 9.01. Financial Statements and Exhibits

99.1 Sales Release dated August 7, 2007 – Sales for the three and six months ended July 31, 2007.

99.2 Earnings Release dated August 9, 2007 – Operating results for the three and six months ended July 31, 2007.

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 9, 2007

By: /s/ John E. Kyees

John E. Kyees

Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Sales Release dated August 7, 2007 – Sales for the three and six months ended July 31, 2007.
EX-99.2	Earnings Release dated August 9, 2007 – Operating results for the three and six months ended July 31, 2007.

URBAN OUTFITTERS, INC.
Philadelphia, PA – August 7, 2007

For Immediate Release

Contact: John Kyees
 Chief Financial Officer
 (215) 454-5500

Urban Outfitters Q2 Sales Jump 22%

Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle consumer products company operating under the Anthropologie, Free People and Urban Outfitters brands, today announced sales for the three and six months ended July 31, 2007.

Total Company sales for the second quarter increased by 22% over the same period last year to a record \$348.4 million. Total Company comparable store sales grew 5% driven by strong increases of 14% and 28% at Anthropologie and Free People stores respectively. Direct-to-consumer sales leaped 35% and Free People Wholesale sales improved 28% for the quarter. Urban Outfitters comparable store sales decreased 3% for the quarter.

“All of our channels of distribution except the North American Urban stores delivered strong sales during the quarter,” said Richard A. Hayne, Chairman and President. “The Anthropologie brand continued its turnaround by posting double-digit ‘comp’ store sales gains while the Free People brand and Direct businesses all posted extraordinary results. We understand the issues confronting Urban, NA and are confident that the recent changes in merchandise strategy and personnel will have a positive impact on their future sales productivity,” added Mr. Hayne.

Net sales for the three and six months were as follows:

	Three months ended July 31,		Six months ended July 31,	
	2007	2006	2007	2006
	<i>(in thousands)</i>		<i>(in thousands)</i>	
Urban Outfitters store sales	\$ 140,931	\$ 125,609	\$ 270,839	\$ 242,722
Anthropologie store sales	137,558	107,740	256,157	207,668
Direct-to-consumer sales	42,538	31,518	86,045	65,004
Free People sales	27,422	20,692	49,952	40,172
Total net sales	<u>\$ 348,449</u>	<u>\$ 285,559</u>	<u>\$ 662,993</u>	<u>\$ 555,566</u>

The Company has opened a total of 11 new stores during the first six months of this fiscal year. The Company expects to open approximately 38 new stores during the full fiscal year. Management will release financial results for the three and six months ended July 31, 2007 on August 9, 2007.

Urban Outfitters, Inc. is an innovative specialty retailer and wholesaler which offers a variety of lifestyle merchandise to highly defined customer niches through 111 Urban Retail stores in the United States, Canada, and Europe, two Urban Outfitters web sites and an Urban catalog; 96 Anthropologie Retail stores; an Anthropologie web site and catalog, and Free People, the Company's wholesale division, which sells its product to approximately 1,500 specialty stores, department stores and catalogs, as well as through 11 Free People stores, a web site and catalog.

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 filing may constitute forward-looking statements. 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 the resultant impact on consumer spending patterns, including any effects of terrorist acts or war, availability of suitable retail space for expansion, timing of store openings, seasonal fluctuations in gross sales, the departure of one or more key senior managers, import risks, including potential disruptions and changes in duties, tariffs and quotas and other risks identified in 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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URBAN OUTFITTERS, INC.
Second Quarter Results
Philadelphia, PA – August 9, 2007

For Immediate Release

Contact: John Kyees
 Chief Financial Officer
 (215) 454-5500

Urban Outfitters Boosts Q2 Earnings 24%

Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle consumer products company operating under the Anthropologie, Free People and Urban Outfitters brands, today announced earnings of \$31.9 million and \$61.2 million for the three and six months ended July 31, 2007, respectively. Earnings per diluted share were \$0.19 for the quarter and \$0.36 for the six months.

As stated in the Company's previous sales release on August 7, 2007, net sales jumped during the quarter by 22% to \$348.4 million. Total Company comparable store sales grew 5% driven by increases of 14% and 28% at Anthropologie and Free People stores, respectively. Direct-to-consumer sales leaped 35% and Free People Wholesale sales improved 28% for the quarter. Urban Outfitters comparable store sales decreased 3% for the quarter.

"We delivered excellent results this quarter driven by outstanding performances at the Anthropologie and Free People brands," stated Richard A. Hayne, Chairman and President. "The Urban Outfitters brand was less successful as its stores experienced gross margin pressure due to the de-leveraging of occupancy expenses and the need to take significant merchandise mark-downs. We feel confident that the recent personnel and structural realignments made at Urban NA will yield positive results in future quarters," concluded Mr. Hayne.

Net sales for the periods were as follows:

	Three months ended July 31,		Six months ended July 31,	
	2007	2006	2007	2006
	<i>(in thousands)</i>		<i>(in thousands)</i>	
Urban Outfitters store sales	\$ 140,931	\$ 125,609	\$ 270,839	\$ 242,722
Anthropologie store sales	137,558	107,740	256,157	207,668
Direct-to-consumer sales	42,538	31,518	86,045	65,004
Free People sales	27,422	20,692	49,952	40,172
Total net sales	\$ 348,449	\$ 285,559	\$ 662,993	\$ 555,566

For the three and six months ended July 31, 2007, gross profit margins increased by 64 basis points and 33 basis points, respectively, versus the prior year's comparable periods. The increase for both periods were primarily due to a reduction in markdowns and a lower rate of fixed store occupancy expense leveraged by 'comp' store sales improvements.

As of July 31, 2007, total Company inventories grew by \$37.1 million or 25% on a year-over-year basis. The acquisition of inventory to stock new retail stores was the primary factor for this increase. Total comparable store inventories rose by 3%.

For the three and six months ended July 31, 2007, selling, general and administrative expenses, expressed as a percentage of net sales, increased by 62 and 41 basis points, respectively, versus the same periods last year. These increases related to non-comparable expenses to operate our new home office facility which starts to anniversary its phased opening in the third quarter of fiscal 2008 as well as certain non-recurring legal fees for intellectual property defense. The combination of these two items more than offset favorable rate reductions from controlling store related expenses.

During the six months ended July 31, 2007, the Company has opened 11 new stores and is scheduled to open a total of 38 new stores in the current fiscal year.

Urban Outfitters, Inc. is an innovative specialty retailer and wholesaler which offers a variety of lifestyle merchandise to highly defined customer niches through 111 Urban Retail stores in the United States, Canada, and Europe, two Urban Outfitters web sites and an Urban catalog; 96 Anthropologie Retail stores; an Anthropologie web site and catalog, and Free People, the Company's wholesale division, which sells its product to approximately 1,500 specialty stores, department stores and catalogs, as well as through 11 Free People stores, a web site and catalog.

A conference call will be held today to discuss second quarter results and will be web cast at 11:00 a.m. EDT on: <http://phx.corporate-ir.net/phoenix.zhtml?p=irol-eventDetails&c=115825&eventID=1610866>

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. 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 the resultant impact on consumer spending patterns, including any effects of terrorist acts or war, availability of suitable retail space for expansion, timing of store openings, seasonal fluctuations in gross sales, the departure of one or more key senior managers, import risks, including potential disruptions and changes in duties, tariffs and quotas and other risks identified in 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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(Tables follow)

URBAN OUTFITTERS, INC.
Condensed Consolidated Statements of Income
(in thousands, except share and per share data)
(unaudited)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2007	2006	2007	2006
Net sales	\$ 348,449	\$ 285,559	\$ 662,993	\$ 555,566
Cost of sales, including certain buying, distribution and occupancy costs	218,422	180,807	420,351	354,046
Gross profit	130,027	104,752	242,642	201,520
Selling, general and administrative expenses	82,756	66,043	159,355	131,260
Income from operations	47,271	38,709	83,287	70,260
Other income, net	2,037	1,750	3,840	3,162
Income before income taxes	49,308	40,459	87,127	73,422
Income tax expense	17,442	14,797	25,894	27,461
Net income	<u>\$ 31,866</u>	<u>\$ 25,662</u>	<u>\$ 61,233</u>	<u>\$ 45,961</u>
Net income per common share:				
Basic	<u>\$ 0.19</u>	<u>\$ 0.16</u>	<u>\$ 0.37</u>	<u>\$ 0.28</u>
Diluted	<u>\$ 0.19</u>	<u>\$ 0.15</u>	<u>\$ 0.36</u>	<u>\$ 0.27</u>
Weighted average common shares and common share equivalents outstanding:				
Basic	<u>165,315,656</u>	<u>164,994,329</u>	<u>165,076,476</u>	<u>164,787,024</u>
Diluted	<u>169,710,489</u>	<u>168,595,378</u>	<u>169,260,752</u>	<u>168,859,567</u>
AS A PERCENT OF NET SALES				
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales, including certain buying, distribution and occupancy costs	62.7%	63.3%	63.4%	63.7%
Gross profit	37.3%	36.7%	36.6%	36.3%
Selling, general and administrative expenses	23.7%	23.1%	24.0%	23.6%
Income from operations	13.6%	13.6%	12.6%	12.7%
Other income, net	0.6%	0.6%	0.6%	0.5%
Income before income taxes	14.2%	14.2%	13.2%	13.2%
Income tax expense	5.0%	5.2%	4.0%	4.9%
Net income	<u>9.2%</u>	<u>9.0%</u>	<u>9.2%</u>	<u>8.3%</u>

URBAN OUTFITTERS, INC.
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)

	July 31, 2007 <u>(unaudited)</u>	January 31, 2007 <u>(audited)</u>	July 31, 2006 <u>(unaudited)</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 42,387	\$ 27,267	\$ 59,722
Marketable securities	130,748	132,011	92,809
Accounts receivable, net of allowance for doubtful accounts of \$1,562, \$849 and \$1,014, respectively	24,516	20,871	22,299
Inventories	185,619	154,387	148,528
Prepaid expenses, deferred taxes and other current assets	18,988	31,869	37,419
Total current assets	<u>402,258</u>	<u>366,405</u>	<u>360,777</u>
Property and equipment, net	468,972	445,698	394,706
Marketable securities	68,357	62,322	60,195
Deferred income taxes and other assets	41,419	24,826	23,375
	<u>\$ 981,006</u>	<u>\$ 899,251</u>	<u>\$ 839,053</u>
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable	\$ 61,058	\$ 57,934	\$ 52,396
Accrued expenses, accrued compensation and other current liabilities	72,047	77,384	92,015
Total current liabilities	<u>133,105</u>	<u>135,318</u>	<u>144,411</u>
Deferred rent and other liabilities	102,628	88,650	79,800
Total liabilities	<u>235,733</u>	<u>223,968</u>	<u>224,211</u>
Shareholders' equity:			
Preferred shares; \$.0001 par value, 10,000,000 shares authorized, none issued	-	-	-
Common shares; \$.0001 par value, 200,000,000 shares authorized, 165,810,665, 164,987,463 and 165,536,017 issued and outstanding, respectively	17	17	17
Additional paid-in capital	136,551	128,586	140,816
Retained earnings	602,977	542,396	472,151
Accumulated other comprehensive income	5,728	4,284	1,858
Total shareholders' equity	<u>745,273</u>	<u>675,283</u>	<u>614,842</u>
	<u>\$ 981,006</u>	<u>\$ 899,251</u>	<u>\$ 839,053</u>

URBAN OUTFITTERS, INC.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Six Months Ended July 31,	
	2007	2006
Cash flows from operating activities:		
Net income	\$ 61,233	\$ 45,961
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	33,648	25,034
Excess tax benefits from stock-based compensation	(3,270)	(4,685)
Stock-based compensation expense	1,631	1,574
Loss on disposition of property and equipment, net	144	297
Changes in assets and liabilities:		
Increase in receivables	(3,569)	(7,941)
Increase in inventories	(30,977)	(7,897)
Increase in prepaid expenses and other assets	(3,615)	(2,018)
Increase in payables, accrued expenses and other liabilities	14,435	7,278
Net cash provided by operating activities	<u>69,660</u>	<u>57,603</u>
Cash flows from investing activities:		
Capital expenditures	(55,457)	(105,701)
Purchases of marketable securities	(60,716)	(75,643)
Sales and maturities of marketable securities	55,218	128,269
Net cash used in investing activities	<u>(60,955)</u>	<u>(53,075)</u>
Cash flows from financing activities:		
Exercise of stock options	3,064	3,249
Excess tax benefits from stock-based compensation	3,270	4,685
Share repurchases	—	(2,928)
Net cash provided by financing activities	<u>6,334</u>	<u>5,006</u>
Effect of exchange rate changes on cash and cash equivalents	81	276
Increase in cash and cash equivalents	15,120	9,810
Cash and cash equivalents at beginning of period	27,267	49,912
Cash and cash equivalents at end of period	<u>\$ 42,387</u>	<u>\$ 59,772</u>