
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Urban Outfitters, Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

917047102

(CUSIP Number)

Michael Silbert
5000 South Broad Street,
Philadelphia, PA, 19112-1495
0000000000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/10/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 917047102

Name of reporting person

1

David A. Hayne

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4
OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6
Citizenship or place of organization
UNITED STATES

7
Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8
676,206.00
Shared Voting Power

9
3,688,148.00
Sole Dispositive Power

10
676,206.00
Shared Dispositive Power

11
3,845,381.00
Aggregate amount beneficially owned by each reporting person

12
4,521,587.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13

Percent of class represented by amount in Row (11)

14
5.04 %
Type of Reporting Person (See Instructions)
IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Shares

Name of Issuer:

(b) Urban Outfitters, Inc.

Address of Issuer's Principal Executive Offices:

(c) 5000 South Broad Street, Philadelphia, PENNSYLVANIA , 19112.

Item 1 Comment: This Statement relates to the Common Shares, par value \$.0001 per share (the "Common Shares"), of Urban Outfitters, Inc., a Pennsylvania corporation (the "Company"). The Company's principal executive offices are located at 5000 Broad Street, Philadelphia, PA 19112.

Item 2. Identity and Background

(a) David A. Hayne

(b) 5000 South Broad Street, Philadelphia, Pennsylvania 19112

(c) Mr. Hayne serves as Chief Technology Officer of the Company and President of the Nuuly Brand. He conducts his employment at the address above.

(d) Mr. Hayne has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Mr. Hayne has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order

enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws; or finding any violation with respect to such laws.

(f) Mr. Hayne is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

This Statement is being filed to reflect an increase in the Reporting Persons' ownership percentage which is due to a decrease in shares outstanding reported by the Issuer. Accordingly, no funds or other consideration were used.

Item 4. Purpose of Transaction

Mr. Hayne is filing this Schedule 13D because his percentage beneficial ownership increased as a result of a decrease in the shares outstanding reported by the Issuer. Mr. Hayne did not acquire any additional shares. Mr. Hayne presently has no plans or proposals which relate to or would result in any action enumerated in subparagraphs (a) through (j) of the instructions for Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) 4,521,587 Common Shares, representing 5.042% (based on 89,678,939 Common Shares outstanding on December 4, 2025, as provided by the issuer)

(i) sole power to vote or to direct the vote: 676,206 (ii) shared power to vote or to direct the vote: 3,688,148 (iii) sole power to dispose or to direct the disposition of: 676,206 (iv) shared power to dispose or to direct the disposition of: 3,845,381 Mr. Hayne shares power to vote or to direct the vote of, and to dispose or direct the disposition of, a portion of the shares reported in b(ii) and (iv) above with Margaret A. Hayne, whose principal occupation is Co-President and Chief Creative Officer of the Company, and whose principal business address is 5000 South Broad Street, Philadelphia, Pennsylvania 19112. Margaret A. Hayne has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Margaret A. Hayne has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws; or findings any violation with respect to such laws.

(b) Margaret A. Hayne is a citizen of the United States of America. Mr. Hayne shares power to vote or to direct the vote of, and to dispose or direct the disposition of, a portion of the shares reported in b(ii) and (iv) with Harry S. Cherken, Jr., whose principal business address is 5000 South Broad Street, Philadelphia, Pennsylvania 19112. Harry S. Cherken, Jr. has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Harry S. Cherken, Jr. has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws; or finding any violation with respect to such laws. Harry S. Cherken, Jr. is a citizen of the United States of America.

(c) No transactions were effected during the past sixty days.

(d) 3,845,381 Common Shares being reported as beneficially owned by Mr. Hayne are held in three trusts, of which members of Mr. Hayne's immediate family are among the beneficiaries. None of such trusts holds more than five percent of the issuer's Common Shares.

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

No contracts, arrangements, understandings, or relationships (legal or otherwise) exist between Mr. Hayne and any other person with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions, of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

David A. Hayne

Signature: /s/David Hayne

Name/Title: David Hayne

Date: 02/18/2026

Comments accompanying signature: The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.