

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

URBAN OUTFITTERS, INC.

 (Exact name of registrant as specified in its charter)

----- Pennsylvania ----- (State or other jurisdiction of incorporation or organization)	23-2003332 ----- (I.R.S. Employer Identification No.)
---	--

1809 Walnut Street
 Philadelphia, Pennsylvania 19103

 (Address of principal executive offices) (Zip Code)

Urban Outfitters
 401(k) Savings Plan

 (Full title of the plan)

Richard A. Hayne, President
 Urban Outfitters, Inc.
 1809 Walnut Street
 Philadelphia, Pennsylvania 19103

 (Name and address of agent for service)

Copies to:
 Walter J. Mostek, Jr., Esq.
 Drinker Biddle & Reath LLP
 Suite 300, 1000 Westlakes Drive
 Berwyn, Pennsylvania 19312-2409

(215)564-2313

 Telephone number, including area code, of agent for service

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price per Unit(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common Shares, par value \$.0001 per share	100,000 Shares	\$24.0625	\$2,406,250.00	\$668.94

- (1) Pursuant to Rule 416(a), this Registration Statement also registers such indeterminate number of additional shares as may become issuable under the Plan in connection with share splits, share dividends or similar transactions.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933 this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (3) Calculated pursuant to Rule 457(h). The price and fee are computed based upon \$24.0625, the average of the high and low prices for the common shares reported on the NASDAQ National Market System on July 29, 1999.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Urban Outfitters Inc. (the "Company" and the "Registrant") hereby incorporated by reference the following documents:

(a) the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1999;

(b) the Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 1999 as filed on June 9, 1999;

(c) the description of the Company's Common Shares contained in the Registration Statement on Form 8-A filed on November 2, 1993 by the Company under the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating such description; and

(d) all other reports filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 since June 9, 1999.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of each such report or other document.

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein by reference modified or superseded such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Harry S. Cherken, Jr., a director of the Company, is a partner in Drinker Biddle & Reath LLP. Drinker Biddle & Reath LLP is counsel to the Company and assisted the Company in preparation of this Registration Statement. Mr. Cherken owns 6,000 of the Company's Common Shares and holds options to purchase 62,000 of the Company's Common Shares.

PART II

Item 6. Indemnification of Directors and Officers.

Section 1712 of the Pennsylvania Business Corporation Law of 1988, as amended (the "BCL"), sets forth the applicable standard of care for directors and officers. Section 1712 further provides that, in performing their duties, directors may rely in good faith on certain information, material and statements provided by officers of a corporation, certain professionals or experts and committees of the board upon which the director does not serve and that officers shall not be liable if they perform their duties in accordance with the applicable standard of care. Section 1713 of the BCL allows for a corporation's by-laws to provide that a director shall not be personally liable for any action taken unless the director has breached the applicable standard of care and such breach constituted self-dealing, willful misconduct or recklessness.

Section 1741 of the BCL permits a corporation to indemnify its officers and directors for any expenses, judgments, fines and settlement amounts paid or incurred in the defense of third-party actions provided such individuals have met their applicable standard of care. Section 1743 of the BCL requires a corporation to indemnify its directors and officers for their expenses incurred in the successful defense of any third-party or derivative action. The registrant's By-laws require the registrant to indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including actions by or in the right of the registrant, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the registrant, or is or was serving while a director or officer of the registrant at the request of the registrant as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgment, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the act of failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The following is a list of exhibits required by Item 601 of Regulation S-K to be filed as part of this Registration Statement:

- 4.1 Amended and Restated Articles of Incorporation are incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 (File No. 33-69378) filed on September 24, 1993.
- 4.2 Amended and Restated By-laws are incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 (File No. 33-69378) filed on September 24, 1993.
- 5 Opinion of Drinker Biddle & Reath LLP
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Drinker Biddle & Reath LLP (included in the opinion filed as Exhibit 5 hereto)
- 24 Powers of Attorney

The Company has submitted or will submit the Urban Outfitters 401(k) Savings Plan (the "Plan") and any amendments thereto to the Internal Revenue Services (the "IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

Item 9. Undertakings.

1. Undertaking Required by Regulation S-K Item 512(a).

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. Undertaking Required by Regulation S-K Item 512(b).

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Undertaking Required by Regulation S-K Item 512(h).

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on this 2nd day of August, 1999.

URBAN OUTFITTERS, INC.

By: /s/ Richard A. Hayne

 Richard A. Hayne
 President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Richard A. Hayne ----- Richard A. Hayne	Chairman of the Board of Directors and President	August 2, 1999
/s/ Stephen A. Feldman ----- Stephen A. Feldman	Chief Financial Officer	August 2, 1999
/s/ Kenneth R. Bull ----- Kenneth R. Bull	Treasurer	August 2, 1999
----- Kenneth K. Cleeland	Director	August __, 1999
/s/ Scott A. Belair ----- Scott A. Belair	Director	August 2, 1999
/s/ Harry S. Cherken, Jr. ----- Harry S. Cherken, Jr.	Director	August 2, 1999
----- Joel S. Lawson III	Director	August __, 1999
/s/ Burton M. Sapiro ----- Burton M. Sapiro	Director	August 2, 1999

Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on the 2nd day of August, 1999.

URBAN OUTFITTERS, INC.
401(k) SAVINGS PLAN

By: /s/ Melanie Kirk

Melanie Kirk
Plan Administrator

EXHIBIT INDEX

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24	Powers of Attorney

LAW OFFICES

DRINKER BIDDLE & REATH LLP
A PENNSYLVANIA LIMITED PARTNERSHIP
SUITE 300, 1000 WESTLAKES DRIVE
BERWYN, PENNSYLVANIA 19312-2409
Phone (610) 993-2200
Fax (610) 993-8585

August 3, 1999

Urban Outfitters, Inc.
1809 Walnut Street
Philadelphia, PA 19103

Gentlemen: We have acted as counsel to Urban Outfitters, Inc. (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 under the Securities Act of 1933 (the "Registration Statement") relating to 100,000 Common Shares of the Company, par value \$.0001 per share (the "Shares"), issuable pursuant to the Company's 401(k) Savings Plan (the "Plan").

In that capacity, we have reviewed originals or copies, certified or otherwise identified to our satisfaction, of the Company's Articles of Incorporation and By-Laws, each as amended through the date hereof, resolutions of its Board of Directors, the Plan, and such other documents and corporate records as we have deemed appropriate in the circumstances.

In all cases, we have assumed the legal capacity of each natural person signing any of the documents and corporate records examined by us, the genuineness of signatures, the authenticity of documents submitted to us as originals, the conformity to authentic original documents of documents submitted to us as copies and the accuracy and completeness of all corporate records and other information made available to us by the Company.

Based upon the foregoing and consideration of such questions of law as we have deemed relevant, we are of the opinion that upon the issuance of the Shares by the Company in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

The opinions expressed herein are limited to the Business Corporation Law of the Commonwealth of Pennsylvania.

Please be advised that Harry S. Cherken, Jr., a director of the Company, is a partner in our firm. Mr. Cherken owns 6,000 of the Company's Common Shares and options to buy 62,000 of the Company's Common Shares.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent we do not admit that we come within the categories of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ DRINKER BIDDLE & REATH LLP

DRINKER BIDDLE & REATH LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 12, 1999 relating to the consolidated financial statements and financial statement schedules, which appears in Urban Outfitters, Inc's Annual Report on Form 10-K for the year ended January 31, 1999.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
August 2, 1999

POWERS OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Richard A. Hayne and Stephen A. Feldman as his or her attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her, in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his substitutes may do or cause to be done by virtue hereof.

Signature -----	Title -----	Date -----
/s/ Richard A. Hayne ----- Richard A. Hayne	Chairman of the Board of Directors and President	August 2, 1999
/s/ Stephen A. Feldman ----- Stephen A. Feldman	Chief Financial Officer	August 2, 1999
/s/ Kenneth R. Bull ----- Kenneth R. Bull	Treasurer	August 2, 1999
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