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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM SD**

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**SPECIALIZED DISCLOSURE REPORT**

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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 or organization)

**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)

**Melanie Marein-Efron**  
**Chief Financial Officer**  
**(215) 454-5500**

(Name and telephone number, including area code, of the person  
to contact in connection with this report.)

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Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2025.
- Rule 13q-1 under the Securities Exchange Act (17 CFR 240.13q-1) for the fiscal year ended \_\_\_\_\_.
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**Section 1 – Conflict Minerals Disclosure****Item 1.01. Conflict Minerals Disclosure and Report.**

In accordance with Rule 13p-1 under the Securities Exchange Act of 1934, as amended, the Conflict Minerals Report for the calendar year ended December 31, 2025 filed herewith as Exhibit 1.01, is available on Urban Outfitters, Inc.'s website at [www.urbn.com/investor-relations](http://www.urbn.com/investor-relations) (in the Financial Information section of the website). The information contained on Urban Outfitters, Inc.'s website is not incorporated by reference into this Form SD or its Conflict Minerals Report and should not be considered part of this Form SD or the Conflict Minerals Report.

**Item 1.02. Exhibit.**

The Conflict Minerals Report required by Item 1.01 is filed herewith as Exhibit 1.01. See Item 3.01 below.

**Section 2 – Resource Extraction Issuer Disclosure****Item 2.01. Resource Extraction Issuer Disclosure and Report**

Not applicable.

**Section 3 – Exhibits****Item 3.01. Exhibits.**

[Exhibit 1.01 – Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form SD.](#)

SIGNATURES

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 duly authorized undersigned.

**Urban Outfitters, Inc.**

By: \s\ Melanie Marein-Efron  
Melanie Marein-Efron  
Chief Financial Officer

May 28, 2026  
(Date)

**Conflict Minerals Report of URBAN OUTFITTERS, INC.**  
**In accordance with Rule 13p-1 under the Securities Exchange Act of 1934**

This is the Conflict Minerals Report of Urban Outfitters, Inc. (“Urban Outfitters,” “we,” “us” or “our”) for the calendar year ended December 31, 2025 in accordance with Rule 13p-1 under the Securities Exchange Act of 1934, as amended, and Form SD (collectively, the “Conflict Minerals Rule”). As used in this report, consistent with the Conflict Minerals Rule, “3TG” means Columbite-tantalite (coltan), cassiterite, gold, wolframite, or their derivatives, which are limited to tantalum, tin, and tungsten.

## 1. Introduction

The intent of this Conflict Minerals Report (“CMR”) is to describe the measures Urban Outfitters has taken to exercise due diligence on the source and chain of custody of certain minerals in our products manufactured during the 2025 calendar year.

Urban Outfitters is a lifestyle products and services company that operates a portfolio of global consumer brands including the Anthropologie, Free People, FP Movement, Urban Outfitters and Nuuly brands. We operate under three reportable segments – Retail, Subscription and Wholesale. Our Retail segment includes our store and digital channels and primarily includes our Anthropologie, Free People, FP Movement and Urban Outfitters brands. Our Subscription segment, formerly known as the Nuuly segment, includes the Nuuly brand, which primarily offers customers a more sustainable way to explore fashion through a monthly women’s apparel subscription rental service. We operate our Wholesale segment under the Free People, FP Movement and Urban Outfitters brands. The Wholesale segment sells through department and specialty stores worldwide, third-party digital businesses and our Retail segment. The Wholesale segment primarily designs, develops and markets young women’s contemporary casual apparel, intimates, FP Movement activewear and shoes under the Free People and FP Movement brands and the BDG and “iets frans” apparel collections under the Urban Outfitters brand.

We contract to manufacture products that may contain 3TG – specifically gold and tin – such as apparel, footwear, accessories, home furnishings and electronics. As these materials are necessary to its products, Urban Outfitters is dedicated to tracing the origin of these metals to ensure its sourcing practices do not support conflict or human rights abuses in the Democratic Republic of the Congo (“DRC”) or an adjoining country (together with the DRC, the “Covered Countries”). We do not, to the best of our knowledge, do any direct business with any smelters or refiners (“SORs”) that operate facilities used to process 3TG in its products, and it was not able to identify with reasonable certainty the specific facilities used by its suppliers to process 3TG in its products. As a “downstream” company (as such term is defined in the Organisation for Economic Co-operation and Development’s Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and accompanying Supplements (the “OECD Guidance”)),<sup>1</sup> we must rely on its suppliers to provide accurate, reliable information about 3TG in our supply chain.

## 2. Reasonable Country of Origin Inquiry Information

As required by the Conflict Minerals Rule, Urban Outfitters conducted a “reasonable country of origin inquiry” or “RCOI” in 2025. We designed our RCOI in good faith to determine the origin of 3TG that is necessary to the functionality or production of products that we contract to manufacture. To the extent applicable, we used the same processes and procedures for our RCOI as we used for our due diligence efforts (in particular Steps One and Two of the OECD Guidance, which are discussed in Section 3(b) of this CMR).

To conduct the RCOI, Urban Outfitters engaged its Tier 1 suppliers (“Suppliers”) to collect information regarding the presence and sourcing of 3TG used in the products supplied to Urban Outfitters using the Responsible Minerals Initiative’s (“RMI”) Conflict Minerals Reporting Template (“CMRT”). Information was collected and stored using an online platform provided by a third-party service provider (the “Service Provider”). Our Supplier engagement included the following steps:

- We sent an introductory email to our Suppliers describing our Conflict Minerals Compliance Program and introducing our Service Provider as our partner in this process. Our Service Provider then emailed our Suppliers requesting information regarding the sourcing of our Suppliers’ materials, with the ultimate goal of identifying 3TG SORs and associated mine countries of origin.

<sup>1</sup> OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, Supplement on Tin, Tantalum and Tungsten and Supplement on Gold, 2016;  
<http://www.oecd.org/daf/inv/mne/OECD-Due-Diligence-Guidance-Minerals-Edition3.pdf>.

- Following the initial introduction to the program and information request, one reminder email was sent to each non-responsive Supplier on a regular basis.
- If, after these efforts, a Supplier still did not provide the requested information, an escalation process was initiated. As needed, employees of Urban Outfitters contacted non-responsive Suppliers to request their participation in our Conflict Minerals Compliance Program. Our Service Provider subsequently followed up with non-responsive Suppliers again via email.

Supplier responses were evaluated for plausibility, consistency, and gaps both in terms of which products were stated to contain or not contain necessary 3TG, as well as the origin of those materials. We undertook additional outreach to attempt to resolve the following types of quality concerns:

- One or more SORs were listed for an unused metal;
- SOR information was not provided for a used metal, or SOR information provided was not for a verified metal processor;
- Supplier answered “yes” to sourcing from a Covered Country;
- Supplier indicated that they have not received conflicts mineral data for each metal from all relevant suppliers; and
- Supplier indicated they have not identified all of the SORs used or provided all applicable SOR information received.

A total of 182 Suppliers were contacted as part of our RCOI process. The response rate among these Suppliers was 89.01%. Of the responding Suppliers, 1.85% indicated that they use 3TGs in their products. One Supplier reported that Gold is intentionally added or used in their product(s) or in the production process and remains in the product(s) but did not provide a smelter list. The Company contacted this Supplier and found that such Supplier maintains a responsible minerals policy and monitors compliance by reviewing vendor due diligence and implementing corrective actions as required. The remaining responsive Suppliers identified to Urban Outfitters two SORs. Additional information on these SORs is contained in Section 4 of this CMR. One Supplier reported that it sourced from SORs within the Covered Countries.

### 3. Due Diligence

Pursuant to the Conflict Minerals Rule, Urban Outfitters was required to conduct due diligence for 2025. These due diligence efforts are discussed below.

#### a. Design Framework

Urban Outfitters conducted due diligence on the source and chain of custody of the 3TG identified in its RCOI in accordance with the internationally recognized due diligence framework as set forth in the OECD Guidance. The OECD Guidance has established a five-step framework for due diligence as a basis for responsible global supply chain management of minerals from conflict-affected and high-risk areas.

Selected elements of Urban Outfitters’ program design are discussed below. These are not, however, all of the discrete procedures of the program that Urban Outfitters has put in place to help ensure that the 3TG contained in our products are responsibly sourced. The headings below conform to the headings used in the OECD Guidance for each of the five steps.

#### b. Selected Elements of Design Framework

- i. Step One: Establish strong company management systems
  - We adopted a conflict minerals policy that is publicly available at [www.urbn.com/investor-relations](http://www.urbn.com/investor-relations) (click on the “Vendor Code of Conduct and Responsible Sourcing” link in the Responsible Sourcing section of our website and then click on “URBN Vendor Code of Conduct and Responsible Sourcing Policy”).
  - We assembled an internal team to support supply chain due diligence in 2014 that since then has been overseen by members of senior management.
  - We established a system of controls and transparency over our mineral supply chain.
  - Our Suppliers are required to participate in Urban Outfitters’ broader social compliance program. We require our third-party vendors to register through an online website and agree that they and their suppliers will abide by certain standards of conduct.

- Through our Service Provider, we maintain relevant documentation for a period of five years. This documentation includes supplier communication and CMRTs. We store all of the information and findings from this process in a database that can be audited by internal or external parties.
- ii. Step Two: Identify and assess risks in the supply chain
- As a “downstream” company, we are many steps removed from the mining of 3TG. A large number of suppliers, through multiple tiers of distribution, supply the components and materials integrated into our products. Furthermore, we do not purchase raw ore or unrefined conflict minerals or make purchases from the Covered Countries.
  - Our Service Provider reviewed the list of SORs provided by our Suppliers and compared this list against the list of compliant or the equivalent SORs published in connection with the RMI’s Responsible Minerals Assurance Process (“RMAP”).
  - Through our work with our Service Provider, we are engaging with SORs to obtain mine of origin information and to assess whether those SORs have carried out reasonable due diligence regarding their use of minerals from conflict-affected and high-risk areas.
  - Each SOR is assessed according to red flag indicators defined in the OECD Guidance. Our Service Provider uses numerous factors to determine the level of risk that each SOR poses to the supply chain by identifying red flags. These factors include:
    - o Geographic proximity to the Covered Countries;
    - o Known mineral source country of origin;
    - o RMAP audit status;
    - o Credible evidence of unethical or conflict sourcing; and
    - o Peer assessments conducted by credible third-party sources.
  - Through our SOR research, our Service Provider advised us that it has not identified any red-flagged SORs in our supply chain as reported by our Suppliers.
  - Additionally, our Suppliers are evaluated on their due diligence program strength (further assisting in identifying risk in the supply chain). Evaluating and tracking the strength of the due diligence program meets the OECD Guidance and can assist in making key risk mitigation decisions as the due diligence program progresses. The criteria used to evaluate the strength of the due diligence program are based on these four questions in the CMRT:
    - A. Have you established a responsible minerals sourcing policy?
    - D. Have you implemented due diligence measures for responsible sourcing?
    - F. Do you review due diligence information received from your suppliers against your company’s expectations?
    - G. Does your review process include corrective action management?
  - When suppliers meet or exceed those criteria (Yes to at least A, D, F, G), they are deemed to have a majority of the due diligence management elements in place. When suppliers do not meet those criteria, the program is deemed to have either (1) few or (2) partial due diligence management elements. The determination is dependent upon the number of criteria met. At this time, all of our 3TG usage suppliers have been identified as having a majority of due diligence management elements in place.
- iii. Step Three: Design and implement a strategy to respond to identified risks
- We regularly report the findings of our supply chain risk assessment to senior management.

- We continue to refine the risk management plan that we implemented in 2014 to monitor and track risk mitigation and evaluate supplier relationships.
  - If any SOR identified by our Suppliers was not certified by an internationally-recognized scheme, our Service Provider attempted to contact the SOR to gather more information about its sourcing practices. In addition, internet research was performed to determine whether there were any publicly available sources of information regarding the SOR's sourcing.
- iv. **Step Four:** Carry out independent third-party audit of smelter/refiner's due diligence practices
- In connection with our due diligence, our Service Provider, on our behalf, utilizes information made available by the RMI, the LBMA and the RJC concerning independent third-party audits of SORs.
- v. **Step Five:** Report annually on supply chain due diligence
- We file a Form SD and a Conflict Minerals Report with the Securities and Exchange Commission and make these filings publicly available at [www.urbn.com/investor-relations](http://www.urbn.com/investor-relations) (in the Financial Information section of the website).

**c. Steps to Improve Due Diligence**

Urban Outfitters seeks to continuously improve upon its supply chain due diligence efforts. We have taken or expect to take the following steps to mitigate the risk that our sourcing practices support conflict or human rights abuses in the DRC:

- clearly communicate expectations with regard to supplier performance, transparency and sourcing;
- encourage Suppliers that have not yet done so to adopt and communicate their own responsible sourcing policies relating to 3TG;
- engage with Suppliers that provided incomplete responses or that did not provide responses for 2025 to help improve our response rate;
- monitor and encourage the continuing development and progress of traceability measures at Suppliers that provide an undeterminable response; and
- increase the emphasis on clean and validated SOR information from our supply chain as the list of conflict-free SORs grows and more SORs declare their intent to enroll in the program.

**4. Identified Smelters and Refiners and Country of Origin Information**

Urban Outfitters' efforts to determine the mine and location of origin of 3TG in its supply chain are described in detail in this CMR. Based on the information provided by the responding Suppliers and through our due diligence efforts, we are able to report the below list of SORs used to produce 3TG in our Suppliers' products.

The SORs listed below have all been reported as legitimate SORs by our Suppliers. However, most of the CMRTs we collected from our Suppliers were provided at the company level (meaning the Suppliers reported on all of their products rather than on the specific products they sold to us).

Therefore, we cannot confirm that any of the SORs listed below are actually used in the production of our products. Of the SORs identified by our Suppliers for 2025, one was identified as RMAP conformant and one SOR is not currently listed as Conformant, Active or Eligible under RMAP. Of these SORs not listed as Conformant, Active or Eligible, none are located within the Covered Countries. The compliance status of these SORs may change throughout our 2025 collection period and may continue to change for any future period.

The status information reflected below is current as of May 22, 2026.

<b>Metal</b>	<b>Smelter Reference List</b>	<b>Official Smelter Name</b>
Tin	Mining Minerals Resources SARL	N/A
Gold	SAXONIA Edelmetalle GmbH	N/A

The following is a list of potential countries of origin of the 3TG processed by the SORs listed above: Democratic Republic of the Congo and Germany. The reported tin from the DRC came from one smelter which is confirmed to be RMAP conformant. This list is based on information provided by Suppliers on their CMRT, from direct smelter outreach, the RMAP, review of information and additional actions by our Service Provider. It is important to note that this list is based on company-level responses. Therefore, it is not certain which of these countries of origin can be linked to our products.

## **5. Forward-Looking Statements**

This CMR contains forward-looking statements, which are based on Urban Outfitters' current assumptions and expectations. These statements are typically accompanied by the words "expect," "may," "could," "believe," "would," "might," "anticipates," or words of similar import. The principal forward-looking statements in this report include Urban Outfitters' expected steps to improve its supply chain due diligence efforts.

All such forward-looking statements are intended to enjoy the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, as amended. Although we believe there is a reasonable basis for the forward-looking statements, our actual results could be materially different. The most important factors which could cause our actual results to differ from our forward-looking statements are (a) the continued implementation of satisfactory traceability and other compliance measures by our direct and indirect vendors on a timely basis or at all, (b) changes in the Conflict Minerals Rule and other political and regulatory developments relating to the sourcing of 3TG, whether in the DRC or its adjoining countries, the United States or elsewhere, and (c) those factors set forth in our description of risk factors in Item 1A to our Form 10-K for the fiscal year ended January 31, 2026, which should be read in conjunction with the forward-looking statements in this CMR. Forward-looking statements speak only as of the date of this CMR or, if earlier, as of the date they are made, and we do not undertake any obligation to update any forward-looking statement.