

**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) January 9, 2023**

**URBAN OUTFITTERS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

<b>Pennsylvania</b> <small>(State or other jurisdiction of incorporation)</small>	<b>000-22754</b> <small>(Commission File Number)</small>	<b>23-2003332</b> <small>(IRS Employer Identification No.)</small>
<b>5000 South Broad Street, Philadelphia, PA</b> <small>(Address of principal executive offices)</small>		<b>19112</b> <small>(Zip Code)</small>

**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(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, par value \$.0001 per share	URBN	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events**

On January 9, 2023, Urban Outfitters, Inc. (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 two-month holiday selling season and the eleven months ended December 31, 2022.

**Item 9.01. Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Sales Release, dated January 9, 2023 – Fiscal Year 2023 Holiday Sales</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: January 10, 2023

By: /s/ Melanie Marein-Efron

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Melanie Marein-Efron

Chief Financial Officer

**URBAN OUTFITTERS, INC.**  
**Holiday Sales Results**  
**Philadelphia, PA – January 9, 2023**

**For Immediate Release**

Contact: Oona McCullough  
Executive Director of Investor Relations  
(215) 454-4806

**URBN Reports Record Holiday Sales**

PHILADELPHIA, PA, January 9, 2023 – Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle products and services company which operates a portfolio of global consumer brands comprised of the Anthropologie, BHLDN, Free People, FP Movement, Terrain, Urban Outfitters, Nuuly and Menus & Venues brands, today announced net sales for the two and eleven months ended December 31, 2022.

Total Company net sales for the two months ended December 31, 2022 increased 2.3% compared to the two months ended December 31, 2021. Total Retail segment net sales increased 1%, with comparable Retail segment net sales increasing 2%, partially offset by a 1% negative impact of foreign currency translation. The increase in Retail segment comparable net sales was driven by low single-digit positive growth in digital channel sales and low single-digit positive growth in retail store sales. By brand, comparable Retail segment net sales increased 15% at the Free People Group and 7% at the Anthropologie Group and decreased 10% at Urban Outfitters. Wholesale segment net sales decreased 22% driven by a decrease in Free People wholesale sales primarily due to a decrease in sales to department stores. Nuuly segment sales increased 150% due to a 153% increase in our subscribers during the two months ended December 31, 2022, as compared to the prior year period.

For the eleven months ended December 31, 2022, total Company net sales increased 5.1% compared to the eleven months ended December 31, 2021. Comparable Retail segment net sales increased 4%, driven by high single-digit positive growth in retail store sales due to increased store traffic and low single-digit positive growth in digital channel sales. Wholesale segment net sales decreased 3%, primarily driven by a decrease in Free People Group wholesale sales primarily due to a decrease in sales to department stores, partially offset by an increase in sales to specialty accounts. Nuuly segment sales increased 176% due to a 187% increase in our subscribers during the eleven months ended December 31, 2022, as compared to the prior year period.

During the eleven months ended December 31, 2022, the Company opened a total of 33 new retail locations including: 19 Free People Group stores (including 7 FP Movement stores), 7 Urban Outfitters stores, 6 Anthropologie Group stores and 1 Menus & Venues restaurant; and closed 7 retail locations including: 3 Urban Outfitters stores, 3 Anthropologie Group stores, and 1 Free People Group store. During the eleven months ended December 31, 2022, 4 Urban Outfitters franchisee-owned stores and 1 Anthropologie Group franchisee-owned store were opened.

Urban Outfitters, Inc. offers lifestyle-oriented general merchandise and consumer products and services through a portfolio of global consumer brands comprised of 265 Urban Outfitters stores in the United States, Canada and Europe and websites; 241 Anthropologie Group stores in the United States, Canada and Europe, catalogs and websites; 191 Free People stores in the United States, Canada and Europe, catalogs and websites, 11 Menus & Venues restaurants, 6 Urban Outfitters franchisee-owned stores and 2 Anthropologie Group franchisee-owned stores as of December 31, 2022. Free People, FP Movement and Urban Outfitters wholesale sell their products through department and specialty stores worldwide, digital businesses and the Company's Retail segment.

**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 contain forward-looking statements. When used in this release, the words “project,” “believe,” “plan,” “will,” “anticipate,” “expect” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. 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 impacts of public health crises such as the coronavirus (COVID-19) pandemic, overall**

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*economic and market conditions (including current levels of inflation) and worldwide political events and the resultant impact on consumer spending patterns and our pricing power; 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, the effects of the implementation of the United Kingdom's withdrawal from membership in the European Union (commonly referred to as "Brexit"), including currency fluctuations, economic conditions and legal or regulatory changes, any effects of war (including geopolitical instability), terrorism and civil unrest, natural disasters, severe or unseasonable weather conditions (including as a result of climate change) or public health crises, increases in labor costs, raw material costs and transportation costs, availability of suitable retail space for expansion, timing of store openings, risks associated with international expansion, seasonal fluctuations in gross sales, response to new concepts, our ability to integrate acquisitions, risks associated with digital sales, our ability to maintain and expand our digital sales channels, any material disruptions or security breaches with respect to our technology systems, the departure of one or more key senior executives, import risks (including any shortage of transportation capacities or delays at ports), changes to U.S. and foreign trade policies (including the enactment of tariffs, border adjustment taxes or increases in duties or quotas), the closing or disruption of, or any damage to, any of our distribution centers, our ability to protect our intellectual property rights, failure of our manufacturers and third-party vendors to comply with our social compliance program, risks related to environmental, social and governance activities, changes in our effective income tax rate, changes in accounting standards and subjective assumptions, regulatory changes and legal matters and other risks identified in our 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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