

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Hayne Azeez</u><br><hr/> (Last) (First) (Middle)<br>5000 SOUTH BROAD STREET<br><hr/> (Street)<br>PHILADELPHIA PA 19112<br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>URBAN OUTFITTERS INC [ URBN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Administrative Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/03/2026                      |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Shares                   |                                      |  |                                |   |   |            |       | 8,827 <sup>(1)</sup>  | I  | By Trust                                     |
| Common Shares                   |                                      |  |                                |   |   |            |       | 55,815 <sup>(2)</sup>   | I  | By Trust                                     |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Performance Based Restricted Stock Unit    | (3)  | 03/03/2026                           |  | A                              |   |  | 5,865 | (4)  | (4)             | Common Shares   | 5,865                                      | \$0  | 5,865   | D  |       |
| Restricted Stock Unit                      | (5)  | 03/03/2026                           |  | A                              |   |  | 5,865 | (6)  | (6)             | Common Shares   | 5,865                                      | \$0  | 5,865   | D  |       |

**Explanation of Responses:**

- These shares are held by a trust of which Mr. Hayne is a trustee.
- These shares are held by a trust of which Mr. Hayne is a partial residuary beneficiary.
- Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.
- One-third of the total number of PSUs granted are eligible to vest on of March 2, 2028, March 1, 2029 and March 7, 2030, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's average operating profit margin for the fiscal years 2028, 2029 and 2030.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one of the issuer's common shares.
- One-third of the total number of RSUs granted are eligible to vest on March 2, 2028, March 1, 2029 and March 7, 2030, contingent on the continued employment of the reporting person through such date.

/s/ Azeez Hayne 03/05/2026

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.