

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) November 16, 2010**

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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)**

**000-22754**  
**(Commission  
File Number)**

**23-2003332**  
**(IRS Employer  
Identification No.)**

**5000 South Broad St, Philadelphia PA**  
**(Address of principal executive offices)**

**19112-1495**  
**(Zip Code)**

**Registrant's telephone number, including area code (215) 454-5500**

**N/A**  
**(Former name or former address, if changed since last report)**

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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))

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**Item 8.01 Other Events.**

On November 16, 2010, Urban Outfitters, Inc. (the “Company”) announced that its Board of Directors authorized the repurchase of 10,000,000 additional shares of the Company’s common stock, from time-to-time, subject to prevailing market conditions. This authorization supplements the Company’s existing share repurchase program, approved by the Board of Directors on February 28, 2006, which authorized the Company to purchase up to 8,000,000 shares of the Company’s common stock.

There are 491,533 shares of the original authorization of 8,000,000 shares currently available under the 2006 share repurchase plan.

Reference is made to the press release filed as Exhibit 99.1 hereto. The information set forth in Exhibit 99.1 is hereby incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 16, 2010.

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**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: November 16, 2010

By: /s/ Glen T. Senk

Glen T. Senk  
Chief Executive Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 16, 2010.

URBAN OUTFITTERS, INC.  
Philadelphia, PA – November 16, 2010

For Immediate Release

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

**Urban Outfitters, Inc. Announces Approval of Additional 10 Million  
Shares Under Its Share Repurchase Program**

PHILADELPHIA, November 16, 2010 (GLOBENEWSWIRE) – Urban Outfitters, Inc. (NASDAQ: URBN), a leading lifestyle specialty retail company operating under the Anthropologie, Free People, Leifsdottir, Terrain and Urban Outfitters brands, today announced that its Board of Directors has authorized the repurchase of an additional 10 million common shares. In addition, 491,533 shares of the original authorization of 8 million shares currently remain available under the 2006 share repurchase plan. Pursuant to this program, the company, at its discretion, may repurchase shares of its common stock from time to time, subject to market conditions and at prevailing market prices.

Urban Outfitters, Inc. is an innovative specialty retail company which offers a variety of lifestyle merchandise to highly defined customer niches through 166 Urban Outfitters stores in the United States, Canada, and Europe, catalogs and two web sites; 150 Anthropologie stores in the United States, Canada and Europe, catalogs and two websites; Free People wholesale, which sells its product to approximately 1,400 specialty stores and select department stores; 38 Free People stores, catalogs and web site; Leifsdottir wholesale, which sells its product to approximately 65 specialty stores and select department stores, and a Leifsdottir web site and 1 Terrain garden center and web site as of October 31, 2010.

**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 constitute forward-looking statements. 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 difficulty in predicting and responding to shifts in fashion trends, changes in the level of competitive pricing and promotional activity and other industry factors, overall economic and market conditions and the resultant impact on consumer spending patterns, including any effects of terrorist acts or war, availability of suitable retail space for expansion, timing of store openings, seasonal fluctuations in gross sales, the departure of one or more key senior managers, import risks, including potential disruptions and changes in duties, tariffs and quotas and other risks identified in 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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