

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) July 23, 2002

Urban Outfitters, Inc.  
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(Exact Name of Registrant as Specified in Charter)

PENNSYLVANIA

0-16999

23-2003332

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

1809 Walnut Street, Philadelphia, Pennsylvania

19103

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (215) 564-2313  
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n/a

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(Former Name or Former Address, if Changed Since Last Report)

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

On July 23, 2002, the Company engaged KPMG LLP to serve as the Company's independent public accountants for the fiscal year ending January 31, 2003. The appointment of KPMG LLP was effective immediately. The decision to engage KPMG LLP was recommended by the Audit Committee of the Board of Directors of the Company and approved by the Board of Directors.

During the fiscal years ended January 31, 2002 and 2001 and through July 23, 2002, the Company did not consult KPMG LLP with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements or any other matters or reportable events as set forth in Items 304(a)(2)(i) or (ii) of Regulation S-K.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

List below the financial statements, pro forma financial information and exhibits, if any, filed as part of this report.

(c) None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf of the undersigned hereunto duly authorized.

URBAN OUTFITTERS, INC.

By: /s/ Richard A. Hayne

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Richard A. Hayne  
President

Dated: July 23, 2002