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**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 5, 2009**

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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 2.02. Results of Operations and Financial Condition**

On November 5, 2009, 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 three and nine months ended October 31, 2009.

**Item 9.01. Financial Statements and Exhibits**

99.1 Sales Release dated November 5, 2009 – Sales for the three and nine months ended October 31, 2009.

**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 5, 2009

By: \_\_\_\_\_ /s/ JOHN E. KYEES  
John E. Kyees  
Chief Financial Officer

**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Sales Release dated November 5, 2009 – Sales for the three and nine months ended October 31, 2009.

**URBAN OUTFITTERS, INC.**  
**Philadelphia, PA – November 5, 2009**

**For Immediate Release**

Contact: John Kyees  
 Chief Financial Officer  
 (215) 454-5500

**Urban Outfitters Reports Q3 Sales Increase 6%**

PHILADELPHIA, PA November 5, 2009 (GLOBENEWSWIRE) - Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle specialty retail company operating under the Anthropologie, Free People, Terrain and Urban Outfitters brands, today announced sales for the three and nine months ended October 31, 2009.

For the third quarter of fiscal 2010, total Company net sales increased by 6% over the same quarter last year to \$506 million. Comparable retail segment net sales, which include our direct-to-consumer channels, increased 2%. Comparable store net sales at Anthropologie rose 3% while Free People and Urban Outfitters declined 13% and 5%, respectively. Total Company comparable store net sales declined 2%. Direct-to-consumer net sales jumped 21% and wholesale segment net sales declined 10%.

“We were pleased to see continued sales momentum during the third quarter,” said Glen T. Senk, Chief Executive Officer. “Our comparable sales steadily improved each month during the period despite substantial prior year comparisons. Considering the improved trend and weaker comparisons in last year’s fourth quarter, we believe we are well positioned entering into the Holiday Season,” finished Mr. Senk.

Net sales for the three and nine months were as follows:

	Three months ended October 31,		Nine months ended October 31,	
	2009	2008	2009	2008
	<i>(in thousands)</i>		<i>(in thousands)</i>	
Urban Outfitters stores	\$202,322	\$208,325	\$ 532,275	\$ 557,927
Anthropologie stores	181,620	158,852	493,109	470,063
Free People stores	10,486	9,701	27,014	23,319
Terrain	1,207	1,266	4,822	4,491
Net store sales	395,635	378,144	1,057,220	1,055,800
Direct-to-consumer	79,772	65,916	211,508	184,662
Retail segment net sales	475,407	444,060	1,268,728	1,240,462
Wholesale segment net sales	30,493	33,893	80,594	86,078
Total net sales	<u>\$505,900</u>	<u>\$477,953</u>	<u>\$1,349,322</u>	<u>\$1,326,540</u>

During the nine months ended October 31, 2009, the Company has opened a total of 25 new stores including: 9 new Urban Outfitters stores, 12 new Anthropologie stores including our first Anthropologie store in Europe, and 4 new Free People stores. The Company expects to open 32 to 34 new stores during the full fiscal year. The Company will release earnings results for the three and nine months ended October 31, 2009 on November 12, 2009.

Urban Outfitters, Inc. is an innovative specialty retail company which offers a variety of lifestyle merchandise to highly defined customer niches through 151 Urban Outfitters stores in the United States, Canada, and Europe, 2 web sites and a catalog; 133 Anthropologie stores in the United States and Europe, a web site, catalog and Leifsdottir, Anthropologie's wholesale concept; Free People Wholesale, which sells its product to approximately 1,400 specialty stores and select department stores; 34 Free People stores, a web-site and catalog; and 1 Terrain garden center as of October 31, 2009.

**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 filing 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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