

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

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>HARRINGTON SHEILA B.</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>URBAN OUTFITTERS INC [ URBN ]</u> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Global CEO, UO &amp; FP Groups</u> |  |
| (Last)                                                                   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/11/2026</u>               |  |                                                                                                                                                                                                                                   |  |
| (Street)<br><u>5000 SOUTH BROAD STREET</u>                               |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                             |  |
| (City) (State) (Zip)<br><u>PHILADELPHIA PA 19112</u>                     |         |          |                                                                                     |  |                                                                                                                                                                                                                                   |  |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V | Amount                                                            | (A) or (D) | Price   |                                                                                               |                                                          |                                                       |
| Common Shares                   | 03/11/2026                           |                                                    | M                              |   | 6,560                                                             | A          | (1)     | 291,582                                                                                       | D                                                        |                                                       |
| Common Shares                   | 03/11/2026                           |                                                    | F                              |   | 3,032                                                             | D          | \$64.93 | 288,550                                                                                       | D                                                        |                                                       |
| Common Shares                   | 03/11/2026                           |                                                    | M                              |   | 6,560                                                             | A          | (2)     | 295,110                                                                                       | D                                                        |                                                       |
| Common Shares                   | 03/11/2026                           |                                                    | F                              |   | 3,032                                                             | D          | \$64.93 | 292,078                                                                                       | D                                                        |                                                       |
| Common Shares                   |                                      |                                                    |                                |   |                                                                   |            |         | 575                                                                                           | I                                                        | By Profit Sharing Fund (401(k)) Plan                  |

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 |                                                                                        | Date Exercisable                                         | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                           |                                                        |
| Performance Based Restricted Stock Unit    | (1)                                                    | 03/11/2026                           |                                                    | M                              |   | 6,560                                                                                  | (3)                                                      | (3)             | Common Shares                                                                     | 6,560                      | \$0                                        | 13,120                                                                                             | D                                                         |                                                        |
| Restricted Stock Unit                      | (2)                                                    | 03/11/2026                           |                                                    | M                              |   | 6,560                                                                                  | (4)                                                      | (4)             | Common Shares                                                                     | 6,560                      | \$0                                        | 13,120                                                                                             | D                                                         |                                                        |

Explanation of Responses:

1. Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.
2. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one of the issuer's common shares.
3. One-third of the total number of PSUs granted are eligible to vest on each of March 11, 2026, March 10, 2027 and March 8, 2028, 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 2026, 2027 and 2028.
4. One-third of the total number of RSUs granted are eligible to vest on each of March 11, 2026, March 10, 2027 and March 8, 2028, contingent on the continued employment of the reporting person through such date.

/s/ Sheila B. Harrington 03/13/2026  
\*\* 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.