

| OMB APPROVAL | |
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Conforti Frank</u> (Last) (First) (Middle) <u>C/O 5000 SOUTH BROAD STREET</u> (Street) <u>PHILADELPHIA PA 19112</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [URBN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President & COO</u> |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/31/2023</u> | |
| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Shares | | | (1) | | | | 25,960 | D | |
| Common Shares | | | (1)(2) | | | | 505 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Performance Based Restricted Stock Unit | (3) | | | (1) | | | (4) | (4) | Common Shares | 13,334 | 13,334 | D | |
| Performance Based Restricted Stock Unit | (3) | | | (1) | | | (5) | (5) | Common Shares | 26,667 | 26,667 | D | |
| Performance Based Restricted Stock Unit | (3) | | | (1) | | | (6) | (6) | Common Shares | 65,000 | 65,000 | D | |
| Restricted Stock Unit | (7) | | | (1) | | | (8) | (8) | Common Shares | 65,000 | 65,000 | D | |
| Performance Based Restricted Stock Unit | (3) | | | (1) | | | (9) | (9) | Common Shares | 32,500 | 32,500 | D | |
| Restricted Stock Unit | (7) | | | (1) | | | (10) | (10) | Common Shares | 32,500 | 32,500 | D | |

Explanation of Responses:

- Report of fiscal year-end holdings only.
- This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee as of the plan statement date of January 31, 2023.
- 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 each of February 26, 2021, 2022, and 2023, 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 2020, 2021, 2022 and 2023.
- One-third of the total number of PSUs granted are eligible to vest on each of February 25, 2022, 2023 and 2024, 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 2021, 2022, 2023 and 2024.
- One-third of the total number of PSUs granted are eligible to vest on each of April 12, 2023, 2024 and 2025, 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 2022, 2023, 2024, and 2025.
- 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 each of April 12, 2023, 2024 and 2025, contingent on the continued employment of the reporting person through such date.
- One-third of the total number of PSUs granted are eligible to vest on each of March 8, 2024, 2025 and 2026, 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 2024, 2025 and 2026.
- One-third of the total number of RSUs granted are eligible to vest on each of March 8, 2024, 2025 and 2026, contingent on the continued employment of the reporting person through such date.

Remarks:

/s/ Frank Conforti

03/16/2023

** 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.