
**UNITED STATES
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) March 5, 2009

URBAN OUTFITTERS, INC.

(Exact Name of Registrant as Specified in its Charter)

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)

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 March 5, 2009, the Company issued an earnings release, which is attached hereto as Exhibit 99.1 and incorporated herein by reference. The earnings release disclosed material non-public information regarding the Company's earnings for the three and twelve months ended January 31, 2009.

Item 9.01. Financial Statements and Exhibits

99.1 Earnings Release dated March 5, 2009 – Earnings for the three and twelve months ended January 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: March 10, 2009

By: /s/ John E. Kyees
John E. Kyees
Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Earnings Release dated March 5, 2009 – Earnings for the three and twelve months ended January 31, 2009.

URBAN OUTFITTERS, INC.
Fourth Quarter and Annual Results
Philadelphia, PA – March 5, 2009

For Immediate Release

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

Urban Outfitters Reports Q4 Earnings

PHILADELPHIA, March 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 earnings of \$41 million and \$199 million for the fourth quarter and year ended January 31, 2009, respectively. Earnings per diluted share were \$0.24 for the quarter and \$1.17 for the year.

As stated in the Company's previous sales release on February 5, 2009, total sales for the fourth quarter reached a record \$508 million, an increase of 9% over the comparable quarter last year. Comparable retail segment sales, which include our Direct-to-consumer channels, increased 3% for the quarter. Comparable store sales rose 3% at Urban Outfitters and decreased 6% and 13% at Anthropologie and Free People respectively, for a combined total company comparable store sales decrease of 1%. Direct-to-consumer sales surged 20%, reflecting strong growth across all brands. Free People wholesale sales decreased 3% for the quarter. Total Company net sales for the year ended January 31, 2009 increased 22%, to a record \$1.8 billion.

"We are pleased to announce healthy fourth quarter earnings despite an uncertain and challenging environment," said Glen T. Senk, Chief Executive Officer. "We are particularly proud of our team's ability to execute two critical tasks during the quarter: reducing 'comp' inventory levels by 13% versus the prior year, and implementing measurable cost control initiatives resulting in SG&A expense improvements of 73 basis points versus the prior year. It was another record breaking year for the URBN team, and we enter the spring selling season enthusiastically committed to providing a compelling product assortment and customer experience," finished Mr. Senk.

Net sales for the periods were as follows:

	Three months ended January 31,		Twelve months ended January 31,	
	2009	2008	2009	2008
	<i>(in thousands)</i>		<i>(in thousands)</i>	
Urban Outfitters stores	\$ 213,435	\$ 196,625	\$ 771,362	\$ 628,328
Anthropologie stores	172,098	165,853	642,161	561,990
Free People stores	9,588	6,302	32,907	17,192
Terrain	1,165	—	5,656	—
Net store sales	396,286	368,780	1,452,086	1,207,510
Direct-to-consumer	87,810	72,920	272,472	205,742
Retail segment net sales	484,096	441,700	1,724,558	1,413,252
Wholesale	23,982	23,711	110,060	94,472
Total net sales	<u>\$ 508,078</u>	<u>\$ 465,411</u>	<u>\$ 1,834,618</u>	<u>\$ 1,507,724</u>

For the fourth quarter ended January 31, 2009, gross profit margin declined by 555 basis points, versus the prior year's comparable period. This decrease is primarily due to a higher rate of applied and anticipated merchandise markdowns to clear seasonal inventory. For the year ended January 31, 2009, gross profit margin increased by 64 basis points primarily due to the leveraging of store occupancy costs and improvements to initial margins.

As of January 31, 2009, inventories decreased by \$2.2 million or 1% on a year-over-year basis as comparable store inventory declines more than offset additions to inventories for new stores. For the quarter ended January 31, 2009, total comparable store inventories decreased by 13%.

For the fourth quarter and year ended January 31, 2009, selling, general and administrative expenses, expressed as a percentage of net sales, decreased by 73 and 76 basis points, respectively, versus the prior year comparable periods. For the quarter, the reduction was primarily driven by cost control across all areas of the business, with the most impact in direct store related expenses. For the year ended January 31, 2009, the favorable rate reduction was primarily due to cost control in direct store related expenses as well as savings related to non-recurring legal fees incurred in the prior year.

The Company's annual effective tax rate was 35.6% versus 31.6% for the prior year. The prior year's rate was favorably impacted by the receipt of one-time federal tax incentives for work performed on the development of our new home office. The Company estimates that next year's tax rate will be similar to this year.

During the year ended January 31, 2009 the Company opened 20 Urban Outfitters stores, 13 Anthropologie stores, 15 Free People stores and 1 Terrain garden center or 49 new stores in total. The Company plans to open 42 to 45 new stores during fiscal year 2010.

Urban Outfitters, Inc. is an innovative specialty retail company which offers a variety of lifestyle merchandise to highly defined customer niches through 142 Urban Outfitters stores in the United States, Canada, and Europe, two web sites and a catalog; 121 Anthropologie stores, a web site, catalog and Leifsdottir, Anthropologie's recently launched wholesale concept; Free People Wholesale, which sells its product to approximately 1,400 specialty stores and select department stores; 30 Free People stores, a web-site and catalog; and 1 Terrain garden center as of January 31, 2009.

A conference call will be held today to discuss fourth quarter results and will be web cast at 11:00 a.m. EST on: <http://phx.corporate-ir.net/phoenix.zhtml?p=ir-ol-eventDetails&c=115825&eventID=2075955>

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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(Tables follow)

URBAN OUTFITTERS, INC.
Condensed Consolidated Statements of Income
(in thousands, except share and per share data)
(unaudited)

	Quarter Ended January 31,		Fiscal Year Ended January 31,	
	2009	2008	2009	2008
Net sales	\$ 508,078	\$ 465,411	\$ 1,834,618	\$ 1,507,724
Cost of sales, including certain buying, distribution and occupancy costs	335,186	281,219	1,121,140	930,952
Gross profit	172,892	184,192	713,478	576,772
Selling, general and administrative expenses	109,698	103,861	414,043	351,827
Income from operations	63,194	80,331	299,435	224,945
Other income, net	2,953	3,459	10,055	9,450
Income before income taxes	66,147	83,790	309,490	234,395
Income tax expense	25,602	30,175	110,126	74,164
Net income	<u>\$ 40,545</u>	<u>\$ 53,615</u>	<u>\$ 199,364</u>	<u>\$ 160,231</u>
Net income per common share:				
Basic	<u>\$ 0.24</u>	<u>\$ 0.32</u>	<u>\$ 1.20</u>	<u>\$ 0.97</u>
Diluted	<u>\$ 0.24</u>	<u>\$ 0.32</u>	<u>\$ 1.17</u>	<u>\$ 0.94</u>
Weighted average common shares and common share equivalents outstanding:				
Basic	<u>167,309,239</u>	<u>165,629,648</u>	<u>166,793,062</u>	<u>165,305,207</u>
Diluted	<u>170,071,913</u>	<u>170,099,923</u>	<u>170,860,605</u>	<u>169,640,585</u>
AS A PERCENT OF NET SALES				
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales, including certain buying, distribution and occupancy costs	66.0%	60.4%	61.1%	61.7%
Gross profit	34.0%	39.6%	38.9%	38.3%
Selling, general and administrative expenses	21.6%	22.3%	22.6%	23.3%
Income from operations	12.4%	17.3%	16.3%	15.0%
Other income, net	0.6%	0.7%	0.6%	0.6%
Income before income taxes	13.0%	18.0%	16.9%	15.6%
Income tax expense	5.0%	6.4%	6.0%	4.9%
Net income	<u>8.0%</u>	<u>11.6%</u>	<u>10.9%</u>	<u>10.7%</u>

URBAN OUTFITTERS, INC.
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)
(unaudited)

	January 31, 2009	January 31, 2008
Assets		
Current assets:		
Cash and cash equivalents	\$ 316,035	\$ 105,271
Marketable securities	49,948	80,127
Accounts receivable, net of allowance for doubtful accounts of \$1,229 and \$972, respectively	34,611	26,365
Inventories	169,698	171,925
Prepaid expenses, deferred taxes and other current assets	47,983	49,922
Total current assets	618,275	433,610
Property and equipment, net	505,407	488,889
Marketable securities	155,226	188,252
Deferred income taxes and other assets	43,974	32,040
Total Assets	<u>\$1,322,882</u>	<u>\$1,142,791</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 62,955	\$ 74,020
Accrued expenses, accrued compensation and other current liabilities	76,416	93,358
Total current liabilities	139,371	167,378
Deferred rent and other liabilities	129,736	121,982
Total Liabilities	<u>269,107</u>	<u>289,360</u>
Shareholders' equity:		
Preferred shares; \$.0001 par value, 10,000,000 shares authorized, none issued	—	—
Common shares; \$.0001 par value, 200,000,000 shares authorized, 167,712,088 and 166,104,615 issued and outstanding, respectively	17	17
Additional paid-in-capital	170,166	144,204
Retained earnings	901,339	701,975
Accumulated other comprehensive (loss) income	(17,747)	7,235
Total Shareholders' Equity	<u>1,053,775</u>	<u>853,431</u>
Total Liabilities and Shareholders' Equity	<u>\$1,322,882</u>	<u>\$1,142,791</u>