

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-C

Report by Issuer of Securities Quoted on NASDAQ
Interdealer Quotation System
Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 and Rule 13a-17
or 15d-17 thereunder

Urban Outfitters, Inc.

(Exact name of issuer as specified in charter)

1809 Walnut Street, Philadelphia, PA 19103

(Address of principal executive offices)

Issuer's telephone number, including area code (215) 564-2313

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the number of shares outstanding:

1. Title of security Common Shares, \$.0001 par value per share
2. Number of shares outstanding before the change 8,700,018
3. Number of shares outstanding after the change 17,400,036
4. Effective date of change June 1, 1996
5. Method of change: Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.) Stock Distribution

Give brief description of transaction: Two-for-one stock split in the form of a 100% stock distribution

II. CHANGE IN NAME OF ISSUER

1. Name prior to change
2. Name after change
3. Effective date of charter amendment changing name
4. Date of shareholder approval of change, if required

Date June 13, 1996

/s/ KENNETH K. CLEELAND

(Officer's signature & title)