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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant                       Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**URBAN OUTFITTERS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies: \_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_

(4) Proposed maximum aggregate value of transaction: \_\_\_\_\_

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No:

(3) Filing party:

(4) Date Filed:

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**ANNUAL MEETING OF SHAREHOLDERS OF  
URBAN OUTFITTERS, INC.**

May 23, 2017

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**NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIAL:** The Notice of Meeting, proxy statement, proxy card and Annual Report on Form 10-K are available at <http://proxy.urbn.com>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided ↓

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES FOR DIRECTOR, "FOR" PROPOSALS 2, 3 AND 4 AND, WITH RESPECT TO PROPOSAL 5, A VOTE FOR A FREQUENCY OF "3 YEARS".

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" EACH OF THE NOMINEES LISTED IN PROPOSAL 1, "FOR" PROPOSALS 2, 3 AND 4 AND, WITH RESPECT TO PROPOSAL 5, FOR A FREQUENCY OF "3 YEARS".

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 1. Election of Directors:  | FOR                      | AGAINST                  | ABSTAIN                  |
| Edward N. Antolian   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Scott A. Belair  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Harry S. Cherken, Jr.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Scott Galloway   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Margaret A. Hayne  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Richard A. Hayne   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Elizabeth Ann Lambert  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Joel S. Lawson III   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Robert H. Strouse  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for Fiscal Year 2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Urban Outfitters 2017 Stock Incentive Plan.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Advisory vote to approve executive compensation.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Advisory vote on the frequency of future advisory votes to approve executive compensation.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder: \_\_\_\_\_ Date: \_\_\_\_\_ Signature of Shareholder: \_\_\_\_\_ Date: \_\_\_\_\_

**Note:** Please sign exactly as your name or name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**You are urged to sign and return this proxy so that you may be sure that your shares will be voted.**