

**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) May 28, 2013

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 (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 28, 2013, Urban Outfitters, Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the shareholders (i) elected each of the Company’s three nominees for Director to serve a term initially expiring at the Annual Meeting of Shareholders in 2014, (ii) re-approved the performance goals included in the Urban Outfitters 2008 Stock Incentive Plan, (iii) approved an amendment to the Company’s Amended and Restated Articles of Incorporation (a copy of which is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K), (iv) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ended January 31, 2014, (v) defeated the shareholder proposal regarding an independent board chair, and (vi) defeated the shareholder proposal regarding board nominee requirements. The results of the voting were as follows:

1. Proposal No. 1: Election of Directors.

| <u>Directors</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|-------------------|-------------|-----------------|------------------------|
| Scott A. Belair | 78,566,070 | 53,109,470 | 2,849,018 |
| Robert H. Strouse | 106,729,938 | 24,945,602 | 2,849,018 |
| Margaret A. Hayne | 95,162,929 | 36,512,611 | 2,849,018 |

2. Proposal No. 2: Re-approval of the performance goals included in the Urban Outfitters 2008 Stock Incentive Plan.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 77,308,385 | 54,350,756 | 16,574 | 2,848,843 |

3. Proposal No. 3: Approval of an amendment to the Company’s Amended and Restated Articles of Incorporation.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|-------------|----------------|----------------|------------------------|
| 130,072,645 | 1,350,200 | 252,694 | 2,849,019 |

4. Proposal No. 4: Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for Fiscal Year 2014.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|-------------|----------------|----------------|------------------------|
| 132,936,247 | 1,579,280 | 9,030 | 0 |

5. Proposal No. 5: Shareholder proposal regarding independent board chair.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 51,035,751 | 80,318,421 | 321,540 | 2,848,846 |

6. Proposal No. 6: Shareholder proposal regarding board nominee requirements.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 35,366,830 | 91,388,851 | 4,919,858 | 2,849,019 |

Item 9.01. Financial Statements and Exhibits.

Exhibit
Number

Description

3.1 Amendment #2 to the Amended and Restated Articles of Incorporation of Urban Outfitters, Inc.

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: May 31, 2013

By: /s/ Richard A. Hayne
Richard A. Hayne
Chief Executive Officer

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

ARTICLES OF AMENDMENT-DOMESTIC CORPORATION

(15 Pa. C.S. Section 1915 Business Corporation)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is URBAN OUTFITTERS, INC.
2. The address of this corporation's current registered office in this Commonwealth is: 5000 South Broad Street, Philadelphia, PA 19112, Philadelphia County.
3. The statute by or under which it was incorporated: PA BCL of 1988, as amended.
4. The date of its incorporation: August 6, 1976.
5. The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
6. The amendment was adopted by the shareholders or members pursuant to 15 Pa. C.S. Section 1914(a) and (b) or Section 5914(a).
7. The amendment adopted by the corporation, set forth in full, is as follows:

Amend the first sentence of Article 4(a)(iv) to revise as follows:

(iv) The holders of outstanding Common Shares shall have the right to vote on (or, as provided by law, take action by consent with respect to) the election and removal of the directors of the Corporation and on, and with respect to, all other matters to be voted on or consented to by the shareholders of the Corporation, and each holder shall be entitled to one vote for each Common Share held and shall not have the right to cumulate their votes in the election of directors. Except as otherwise provided by law or by the terms of a class or series of the Preferred Shares fixed by a resolution or resolutions of the Board of Directors adopted pursuant to paragraph (b) below, the holders of Preferred Shares shall not have any right to vote on, or consent with respect to, any matters to be voted on or consented to by the shareholders of the Corporation and the Preferred Shares shall not be included in determining the number of shares voting or entitled to vote on any such matters.

Insert new Article 5 to read in its entirety as follows:

5. (a) In an election of directors that is not a contested election, each director shall be elected by the vote of the majority of the votes cast with respect to that director. For the purposes of this Article 5, a majority of the votes cast means that the number of votes cast "for" a nominee must exceed the number of votes cast "against" that nominee.
- (b) In a contested election of directors, the candidates receiving the highest number of votes, up to the number of directors to be elected in such election, shall be elected. Shareholders shall not have the right to vote against a nominee in a contested election of directors.
- (c) For purposes of this Article 5, a contested election is one in which the number of candidates exceeds the number of directors to be elected. The number of candidates for an election shall be determined in accordance with these Articles of Incorporation, the Corporation's By-Laws, including any advance notice provisions of each, and applicable law.
- (d) If an incumbent director who is a candidate for re-election is not elected, the director shall be deemed to have tendered his or her resignation to the Board. The Nominating Committee, if any, will make a recommendation to the Board on whether to accept or reject the resignation, or

whether other action should be taken. The Board shall act on the Nominating Committee's recommendation and disclose its decision and the rationale therefor within 90 days after the date of the certification of the election results. The director who is deemed to have tendered his or her resignation shall not participate in the decisions of the Nominating Committee or of the Board with respect to his or her own resignation.

Renumber current Articles 5 through 9 as new Articles 6 through 10.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 30th day of May, 2013.

URBAN OUTFITTERS, INC.

By: /s/ Richard A. Hayne

Richard A. Hayne
Chief Executive Officer