
**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 08, 2007

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
(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 May 8, 2007, the Company issued a sales release, which is attached hereto as Exhibit 99.1 and incorporated herein by reference. The sales release disclosed material non-public information regarding the Company's sales for the three months ended April 30, 2007.

In addition, on May 10, 2007, the Company issued an earnings release, which is attached hereto as Exhibit 99.2 and incorporated herein by reference. The earnings release disclosed material non-public information regarding the Company's earnings for the three months ended April 30, 2007.

Item 9.01. Financial Statements and Exhibits

99.1 Sales Release dated May 8, 2007 – Sales for the three months ended April 30, 2007.

99.2 Earnings Release dated May 10, 2007 – Operating results for the three months ended April 30, 2007.

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 10, 2007

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

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Sales Release dated May 8, 2007 – Sales for the three months ended April 30, 2007.
EX-99.2	Earnings Release dated May 10, 2007 – Operating results for the three months ended April 30, 2007.

URBAN OUTFITTERS, INC.
Philadelphia, PA – May 8, 2007

For Immediate Release

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

Urban Outfitters Q1 Sales Up 16%

Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle consumer products company operating under the Anthropologie, Free People and Urban Outfitters brands, today announced sales for the three months ended April 30, 2007.

Total sales for the first quarter increased 16% to \$314.5 million. Comparable store sales at Anthropologie and Free People were up 2% and 8%, respectively and down 5% at our Urban Outfitters stores. Total Company comparable store sales decreased 2% versus a 3% decrease during the same quarter last year. Direct-to-consumer sales jumped 30% and Free People Wholesale sales rose 12% for the quarter.

“Sales at all of our brands rose significantly during the first quarter fueled largely by new store growth and excellent results in the Direct-to-consumer businesses,” said Richard A. Hayne, Chairman and President. “The Company produced positive total ‘comp’ store sales during the first two months of the quarter but April was a difficult month due mostly to weather issues. With a return to more normal spring weather in the month of May, sales have rebounded nicely,” finished Mr. Hayne.

Net sales for the three month periods were as follows:

	Three months ended	
	April 30,	
	2007	2006
	<i>(in thousands)</i>	
Urban Outfitters store sales	\$ 129,908	\$ 117,113
Anthropologie store sales	118,599	99,928
Direct-to-consumer sales	43,507	33,486
Free People sales	22,530	19,480
Total net sales	\$ 314,544	\$ 270,007

During the first quarter, the Company opened four new Urban Outfitters stores and two new Anthropologie stores or six new stores in total. The Company plans to open at least 38 new stores during fiscal year 2008. Management expects to release the Company's quarterly operating results on May 10, 2007.

Urban Outfitters, Inc. is an innovative specialty retailer and wholesaler which offers a variety of lifestyle merchandise to highly defined customer niches through 110 Urban Retail stores in the United States, Canada, and Europe; two Urban Outfitters web sites and an Urban catalog; 95 Anthropologie Retail; an Anthropologie catalog and web site; and Free People, the Company's wholesale division, which sells its product to approximately 1,500 specialty stores, department stores and catalogs, as well as through 8 Free People stores, a web-site and catalog.

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 filing 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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URBAN OUTFITTERS, INC.
First Quarter Results
Philadelphia, PA – May 10, 2007

For Immediate Release

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

Urban Outfitters Announces Record Q1 Earnings

Urban Outfitters, Inc. (NASDAQ:URBN), a leading lifestyle consumer products company operating under the Anthropologie, Free People and Urban Outfitters brands, today announced that earnings for the three months ended April 30, 2007, increased 45% to \$29.4 million or \$0.17 per diluted share.

As stated in the Company's previous sales release on May 8, 2007, total sales for the first quarter increased 16% to a record \$314.5 million. Comparable store sales at Anthropologie and Free People were up 2% and 8%, respectively and down 5% at our Urban Outfitters stores. Total Company comparable store sales decreased 2%. Direct-to-consumer sales jumped 30% and Free People Wholesale sales rose 12% for the quarter.

"We are encouraged by the customer reaction to our assortments so far this May, and based on these results, remain guardedly optimistic about achieving our modest financial plan in the second quarter," said Richard A. Hayne, Chairman and President.

Net sales for the periods were as follows:

	Three months ended	
	April 30,	
	2007	2006
	<i>(in thousands)</i>	
Urban Outfitters store sales	\$ 129,908	\$ 117,113
Anthropologie store sales	118,599	99,928
Direct-to-consumer sales	43,507	33,486
Free People sales	22,530	19,480
Total net sales	<u>\$ 314,544</u>	<u>\$ 270,007</u>

For the three months ended April 30, 2007, gross profit margins were relatively flat to last year. Total Company inventories grew by \$27.4 million or 19.5% on a year-over-year basis as of April 30, 2007. The acquisition of inventory to stock new retail stores was the primary factor for this increase. Total comparable store inventories increased by 3%, but declined by 5% on a per unit basis.

For the three months ended April 30, 2007, selling, general and administrative expenses, expressed as a percentage of net sales, increased by 20 basis points versus the comparable quarter last year. This increase was primarily caused by the effect of 'comp' store sales declines on fixed store related expenses.

The Company's tax rate improved to 22.3% or \$0.03 per diluted share from 38.4% based upon receipt of certification for work performed on the development of its new offices that qualifies for certain one-time federal tax incentives and the benefit of certain reorganization efforts. Excluding the one-time federal tax incentive benefit the Company's estimated annual effective tax rate would have been approximately 36.2%, which the Company expects to maintain in FY08.

During the first quarter, the Company opened four new Urban Outfitters stores and two new Anthropologie stores or six new stores in total. The Company plans to open at least 38 new stores during fiscal year 2008.

Urban Outfitters, Inc. is an innovative specialty retailer and wholesaler which offers a variety of lifestyle merchandise to highly defined customer niches through 110 Urban Retail stores in the United States, Canada, and Europe; two Urban Outfitters web sites and an Urban catalog; 95 Anthropologie Retail; an Anthropologie catalog and web site; and Free People, the Company's wholesale division, which sells its product to approximately 1,500 specialty stores, department stores and catalogs, as well as through 8 Free People stores, a web-site and catalog.

A conference call will be held today to discuss first quarter results and will be web cast at 11:00 a.m. EDT on: <http://phx.corporate-ir.net/phoenix.zhtml?c=115825&eventID=1541702>

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)

	Three Months Ended April 30,	
	2007	2006
Net sales	\$ 314,544	\$ 270,007
Cost of sales, including certain buying, distribution and occupancy costs	201,929	173,239
Gross profit	112,615	96,768
Selling, general and administrative expenses	76,599	65,217
Income from operations	36,016	31,551
Other income, net	1,802	1,412
Income before income taxes	37,818	32,963
Income tax expense	8,451	12,664
Net income	<u>\$ 29,367</u>	<u>\$ 20,299</u>
Net income per common share:		
Basic	<u>\$ 0.18</u>	<u>\$ 0.12</u>
Diluted	<u>\$ 0.17</u>	<u>\$ 0.12</u>
Weighted average common shares outstanding:		
Basic	<u>164,826,058</u>	<u>164,576,157</u>
Diluted	<u>168,799,775</u>	<u>168,020,879</u>
PERCENT OF NET SALES		
Net sales	100%	100%
Cost of sales, including certain buying, distribution and occupancy costs	64.2	64.2
Gross profit	35.8	35.8
Selling, general and administrative expenses	24.4	24.1
Income from operations	11.4	11.7
Other income, net	0.6	0.5
Income before income taxes	12.0	12.2
Income tax expense	2.7	4.7
Net income	<u>9.3%</u>	<u>7.5%</u>

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

	April 30, 2007	January 31, 2007	April 30, 2006
Assets			
Current assets:			
Cash and cash equivalents	\$ 31,171	\$ 27,267	\$ 28,106
Marketable securities	133,508	132,011	146,725
Accounts receivable, net of allowance for doubtful accounts of \$820, \$849 and \$753, respectively	22,037	20,871	23,686
Inventories	168,131	154,387	140,726
Prepaid expenses, deferred taxes and other current assets	33,927	31,869	38,299
Total current assets	<u>388,774</u>	<u>366,405</u>	<u>377,542</u>
Property and equipment, net	455,601	445,698	335,307
Marketable securities	62,865	62,322	63,711
Deferred income taxes and other assets	30,046	24,826	22,375
	<u>\$ 937,286</u>	<u>\$ 899,251</u>	<u>\$ 798,935</u>
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable	\$ 61,794	\$ 57,934	\$ 57,468
Accrued expenses, accrued compensation and other current liabilities	72,076	77,384	77,641
Total current liabilities	<u>133,870</u>	<u>135,318</u>	<u>135,109</u>
Deferred rent and other liabilities	91,620	88,650	78,017
Total liabilities	<u>225,490</u>	<u>223,968</u>	<u>213,126</u>
Shareholders' equity:			
Common shares; \$.0001 par value, 200,000,000 shares authorized, 165,555,935, 164,987,463 and 165,137,317 issued and outstanding, respectively	17	17	17
Additional paid-in capital	135,334	128,586	138,054
Retained earnings	571,111	542,396	446,489
Accumulated other comprehensive income	5,334	4,284	1,249
Total shareholders' equity	<u>711,796</u>	<u>675,283</u>	<u>585,809</u>
	<u>\$ 937,286</u>	<u>\$ 899,251</u>	<u>\$ 798,935</u>

URBAN OUTFITTERS, INC.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Three Months Ended April 30,	
	2007	2006
Cash flows from operating activities:		
Net income	\$ 29,367	\$ 20,299
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	16,540	11,937
Stock-based compensation expense	757	691
Loss on disposition of property and equipment, net	105	275
Excess tax benefits from stock-based compensation	(4,223)	(1,808)
Changes in assets and liabilities:		
Increase in receivables	(1,111)	(9,330)
Increase in inventories	(13,585)	(146)
(Increase) decrease in prepaid expenses and other assets	(2,043)	2,007
Increase in payables, accrued expenses and other liabilities	3,716	11,114
Net cash provided by operating activities	29,523	35,039
Cash flows from investing activities:		
Cash paid for property and equipment	(29,435)	(55,692)
Purchases of marketable securities	(33,013)	(35,607)
Sales and maturities of marketable securities	30,675	31,061
Net cash used in investing activities	(31,773)	(60,238)
Cash flows from financing activities:		
Exercise of stock options	1,767	1,410
Excess tax benefits from stock-based compensation	4,223	1,808
Net cash provided by financing activities	5,990	3,218
Effect of exchange rate changes on cash and cash equivalents	164	175
Increase (decrease) in cash and cash equivalents	3,904	(21,806)
Cash and cash equivalents at beginning of period	27,267	49,912
Cash and cash equivalents at end of period	\$ 31,171	\$ 28,106