

URBAN OUTFITTERS INC  
Form 8-K  
November 18, 2010

**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) November 15, 2010**

**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.)**

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**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))

**Item 2.02(a). Results of Operations and Financial Condition**

On November 15, 2010, the Company issued management commentary, which is attached hereto as Exhibit 99.2 and incorporated herein by reference. The management commentary, which expanded on the Company's previously issued sales and earnings release, disclosed additional information regarding the Company's sales and earnings for the three and nine months ended October 31, 2010.

**Item 9.01. Financial Statements and Exhibits**

99.2 Management Commentary dated November 15, 2010 Sales and Operating results for the three and nine months ended October 31, 2010.

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**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: November 18, 2010

By: /s/ Eric Artz  
Eric Artz  
Chief Financial Officer

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**Exhibit Index**

Exhibit No.		Description
EX-99.2	Management Commentary dated November 15, 2010	Sales and Operating results for the three and nine months ended October 31, 2010.