

Hayne Margaret
Form 5
March 19, 2018

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
HAYNE RICHARD A

2. Issuer Name and Ticker or Trading Symbol
URBAN OUTFITTERS INC
[URBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

5000 SOUTH BROAD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19112

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price			
Common Shares	03/09/2017	Â	G	2,240,288	A	\$ 0	19,661,352	D	Â
Common Share	07/14/2017	Â	G	5,000,000	D	\$ 0	14,661,352	D	Â
Common Shares	12/18/2017	Â	G	30,750	D	\$ 0	14,630,602	D	Â
Common Shares	12/18/2017	Â	G	30,750	D	\$ 0	14,599,852	D	Â

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Common Shares	12/18/2017	Â	G	30,750	D	\$ 0	14,569,102	D	Â
Common Shares	12/18/2017	Â	G	30,750	D	\$ 0	14,538,352	D	Â
Common Shares	12/18/2017	Â	G	30,750	D	\$ 0	14,507,602	D	Â
Common Shares	12/18/2017	Â	G	1,967,489	A	\$ 0	16,475,091	D	Â
Common Shares	Â	Â	<u>(1)(2)</u>	Â	Â	Â	23,519	I ⁽³⁾	By Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	265,573	I ⁽⁴⁾	By Trust
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	62,440	I ⁽³⁾	By Hayne Foundation
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	1,066,184	I ⁽⁵⁾	By Spouse
Common Shares	Â	Â	<u>(1)(2)</u>	Â	Â	Â	11,318	I ⁽⁶⁾	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	5,141,680	I ^{(6) (7)}	By spouse as Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title
					(A) (D)			

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								Date Exercisable	Expiration Date	Amount or Number of Shares	
Performance Based Restricted Stock Unit ⁽⁸⁾	^	^	^	(1)	^	^	^	(10)	^ (10)	Common Shares	60,000
Performance Based Restricted Stock Unit	^	^	^	(1)	^	^	^	(11)	^ (11)	Common Shares	20,000
Performance Based Restricted Stock Unit	^	^	^	(1)	^	^	^	(12)	^ (12)	Common Shares	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYNE RICHARD A 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	^ X	^ X	^ CEO	^
Hayne Margaret 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	^ X	^	^ CEO, Free People	^

Signatures

/s/ Richard A. Hayne /s/ Margaret Hayne
 Date: 03/19/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Report of fiscal year-end holdings only.
- (2) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee as of the plan statement date of January 31, 2018.
- (3) These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (4) These shares are held by two trusts, of which members of Richard A. Hayne's immediate family are among the beneficiaries. Mr. Hayne serves as trustee of each trust and disclaims beneficial ownership of the issuer's common shares held by the trusts, except to the extent of his pecuniary interest therein.
- (5) These shares are owned indirectly by Richard A. Hayne and directly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

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- (6) These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (7) These shares are owned by seven trusts, of which members of Margaret Hayne's immediate family are among the beneficiaries.
- (8) The footnote disclosure regarding the grant of Performance Based Restricted Stock Units ("PSUs") differs from the disclosure in Margaret Hayne's Form 4 filed on August 29, 2013 due to a typographical error in the prior filing.
- (9) Each PSU represents a contingent right to receive one of the issuer's common shares.

The PSUs are eligible to vest on August 27, 2018, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2015, 2016, 2017 and 2018, as well as on the average closing price of the issuer's common shares being greater than the grant date price; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by three times the fair market value ("FMV") of the issuer's common shares on the grant date, divided by the FMV of the issuer's common shares on the day before the applicable vesting date. This limitation caps the FMV of the award at three times the FMV of the award on the grant date.

(10) One-third of the total number of PSUs are eligible to vest on each of August 25, 2018, 2019 and 2020, contingent on the continued employment of the reporting person through such date, the satisfaction of certain performance measures relating to the issuer's average operating profit margin for the fiscal years 2017, 2018, 2019 and 2020 and the satisfaction of the requirement that the average closing price of the issuer's common shares during the six-month period before the applicable vesting date be at least equal to the grant date price; provided, however, that on the three vesting dates, the number of PSUs that vest is limited to the number of PSUs multiplied by three times the FMV of the issuer's common shares on the grant date, divided by the FMV of the issuer's common shares on the day before the applicable vesting date. This limitation caps the number of shares that may be registered under the award at three times the FMV of the award on the grant date.

(11) One-third of the total number of PSUs are eligible to vest on each of February 28, 2019, 2020 and 2021, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's average operating profit margin for the fiscal years 2018, 2019, 2020 and 2021; provided, however, that on the three vesting dates, the number of PSUs that vest is limited to the number of PSUs multiplied by three times the fair market value of the issuer's common shares on the grant date, divided by the FMV of the issuer's common shares on the day before the applicable vesting date. This limitation caps the number of shares that may be registered under the award at three times the FMV of the award on the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.