

URBAN OUTFITTERS INC

Form 3

June 16, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Hayne Azeez

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/15/2015

3. Issuer Name and Ticker or Trading Symbol

URBAN OUTFITTERS INC [URBN]

4. Relationship of Reporting Person(s) to Issuer

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

5000 SOUTH BROAD STREET

(Street)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 General Counsel and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

PHILADELPHIA, PA 19112

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Expiration
 Exercisable Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or
 Number of
 Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Performance Based Restricted Stock Unit	Â (1)	Â (1)	Common Shares	50,000	\$ (2)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayne Azeez 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Â	Â	Â General Counsel and Secretary	Â

Signatures

/s/ Azeez Hayne 06/16/2015

__Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) One-third of the total number of Performance Based Restricted Stock Units ("PSUs") are eligible to vest on each of February 23, 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 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 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.
- (2) Each PSU represents a contingent right to receive one of the issuer's common shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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