

Conforti Frank  
Form 5  
March 18, 2019

**FORM 5**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
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response... 1.0

1. Name and Address of Reporting Person \*  
Conforti Frank

(Last) (First) (Middle)

5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
01/31/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

\_\_\_\_X\_\_\_\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting  
Person

**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) (A) or Amount (D) Price	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)
Common Shares	Â	Â	(1)(2)	Â Â Â	633	I	By Profit Sharing Fund (401(k) Plan)

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

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SEC 2270  
(9-02)

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**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 and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (4) Â (4)	Common Shares	6,680
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (5) Â (5)	Common Shares	26,667
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (6) Â (6)	Common Shares	13,334
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (7) Â (7)	Common Shares	20,000
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (8) Â (8)	Common Shares	40,000
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (9) Â (9)	Common Shares	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conforti Frank	Â	Â	Â Chief Financial Officer	Â

5000 SOUTH BROAD STREET  
PHILADELPHIA, PA 19112

## Signatures

/s/ Frank  
Conforti

03/18/2019

\_\_\_\_\_  
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, 2019.
- (3) Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.  
One-third of the total number of PSUs are eligible to vest on August 26, 2019, contingent on the continued employment of the reporting person through such date, the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2016, 2017, 2018 and 2019, and the satisfaction of the requirement that the average closing price of the issuer's common shares be at least equal to the grant date price during the six month period before the applicable vesting date; 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 number of shares that may be registered under the award at three times the FMV of the award on the grant date.
- (4) One-third of the total number of PSUs are eligible to vest on each of February 23, 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 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.
- (5) One-third of the total number of PSUs are eligible to vest on each of August 25, 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.
- (6) One half of the total number of PSUs are eligible to vest on February 23, 2019, 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 2017, 2018 and 2019; provided, however, that on the two 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.
- (7) 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 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.
- (8) One-third of the total number of PSUs are eligible to vest on each of February 27, 2020, 2021 and 2022, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's
- (9)

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average operating profit margin for the fiscal years 2019, 2020, 2021 and 2022; 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.

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.