

URBAN OUTFITTERS INC  
Form 8-K  
June 11, 2018

**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) June 5, 2018**

**URBAN OUTFITTERS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**5000 South Broad St., Philadelphia, PA**

**000-22754**  
**(Commission**

**File Number)**

**23-2003332**  
**(IRS Employer**

**Identification No.)**

**19112-1495**

(Address of principal executive offices)

(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(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 5, 2018, Urban Outfitters, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the Company's shareholders (i) elected each of the Company's nine nominees for director to serve a term expiring at the Annual Meeting of Shareholders in 2019, (ii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2019 and (iii) approved, in an advisory, non-binding vote, the compensation of the Company's named executive officers. The results of the voting were as follows:

## 1. Proposal No. 1: Election of Directors.

| <b>Nominee</b>          | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------------------|------------|----------------|----------------|------------------------|
| Edward N. Antioian      | 96,011,764 | 399,092        | 209,435        | 3,554,273              |
| Sukhinder Singh Cassidy | 95,729,063 | 681,840        | 209,388        | 3,554,273              |
| Harry S. Cherken, Jr.   | 63,601,214 | 32,810,294     | 209,545        | 3,553,511              |
| Scott Galloway          | 96,251,378 | 159,377        | 209,536        | 3,554,273              |
| Robert L. Hanson        | 96,221,817 | 189,039        | 209,435        | 3,554,273              |
| Margaret A. Hayne       | 94,185,529 | 2,226,026      | 208,735        | 3,554,274              |
| Richard A. Hayne        | 95,822,594 | 512,497        | 285,200        | 3,554,273              |
| Elizabeth Ann Lambert   | 95,732,863 | 677,811        | 209,616        | 3,554,274              |
| Joel S. Lawson III      | 93,814,459 | 2,597,098      | 208,734        | 3,554,273              |

2. Proposal No. 2: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for Fiscal Year 2019.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 99,532,105 | 430,017        | 211,680        | 762                    |

3. Proposal No. 3: Advisory, non-binding vote to approve executive compensation.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 95,259,905 | 1,014,551      | 345,834        | 3,554,274              |

**Item 8.01. Other Events.**

Following the Annual Meeting, the Company's Board of Directors (the Board) appointed a new lead independent director and reconstituted the membership of its Board committees to replace vacancies created as a result of certain Board members not standing for reelection. The following table reflects the new Board positions:

|   | Edward N.<br>Antoian | Sukhinder Singh<br>Cassidy | Harry S.<br>Cherken,<br>Jr. | Scott<br>Galloway | Robert L.<br>Hanson | Margaret<br>A. Hayne | Richard A.<br>Hayne | Elizabeth<br>Ann<br>Lambert | Joel S.<br>Lawson III |
|---|----------------------|----------------------------|-----------------------------|-------------------|---------------------|----------------------|---------------------|-----------------------------|-----------------------|
| <b>Chairman of<br/>the Board</b>              |                      |                            |                             |                   |                     |                      | X                   |                             |                       |
| <b>Lead<br/>Independent<br/>Director</b>      | X                    |                            |                             |                   |                     |                      |                     |                             |                       |
| <b>Committee<br/>Memberships</b>              |                      |                            |                             |                   |                     |                      |                     |                             |                       |
| Audit   | X                    |                            |                             |                   | X                   |                      |                     | Chair                       |                       |
| Compensation<br>and Leadership<br>Development |                      | X                          |                             |                   | Chair               |                      | X                   |                             |                       |
| Nominating<br>and<br>Governance               |                      | Chair                      | X                           |                   |                     |                      | X                   |                             |                       |
| Innovation                                    |                      |                            |                             | Chair             |                     | X                    |                     |                             |                       |

**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: June 11, 2018

By: /s/ Francis J. Conforti  
Francis J. Conforti  
Chief Financial Officer