

URBAN OUTFITTERS INC  
Form 8-K  
June 02, 2014

**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) May 27, 2014**

**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.)**

**5000 South Broad St, Philadelphia PA**  
**(Address of principal executive offices)**

**19112-1495**  
**(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 (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On May 27, 2014, Urban Outfitters, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the shareholders (i) elected each of the Company's five nominees for Director to serve a term initially expiring at the Annual Meeting of Shareholders in 2015, (ii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2015, (iii) approved a non-binding advisory resolution on executive compensation, (iv) defeated the shareholder proposal regarding board nominee requirements, (v) defeated the shareholder proposal regarding human rights report, and (vi) defeated the shareholder proposal regarding an independent board chair. The results of the voting were as follows:

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

| <b>Directors</b>   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|--------------------|-------------|----------------|----------------|------------------------|
| Edward N. Antioian | 123,583,287 | 3,506,174      | 124,026        | 4,945,031              |
| Scott A. Belair    | 67,232,267  | 56,892,284     | 3,082,355      | 4,951,612              |
| Margaret A. Hayne  | 71,572,500  | 52,563,704     | 3,070,702      | 4,951,612              |
| Joel S. Lawson III | 120,432,835 | 5,160,061      | 1,620,591      | 4,945,031              |
| Robert H. Strouse  | 94,215,914  | 31,379,128     | 1,618,445      | 4,945,031              |

## 2. Proposal No. 2: Ratification of the appointment of Deloitte &amp; Touche LLP as the Company's independent registered public accounting firm for Fiscal Year 2015.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 131,224,965 | 885,058        | 48,495         | 0                      |

## 3. Proposal No. 3: Approval of a non-binding advisory resolution on executive compensation.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 124,551,553 | 2,459,671      | 202,263        | 4,945,031              |

## 4. Proposal No. 4: Shareholder proposal regarding board nominee requirements.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 41,276,568 | 82,294,657     | 3,642,262      | 4,945,031              |

## 5. Proposal No. 5: Shareholder proposal regarding human rights report.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 30,357,088 | 89,516,145     | 7,340,254      | 4,945,031              |

## 6. Proposal No. 6: Shareholder proposal regarding independent board chair.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
|------------|----------------|----------------|------------------------|

|            |            |         |           |
|------------|------------|---------|-----------|
| 59,176,838 | 67,829,398 | 207,251 | 4,945,031 |
|------------|------------|---------|-----------|

**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 2, 2014

By: /s/ Richard A. Hayne  
Richard A. Hayne  
Chief Executive Officer