

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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933



URBAN ONE, INC.
(Exact name of Company as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-1166660
(I.R.S. Employer
Identification No.)

1010 Wayne Avenue
14th Floor
Silver Spring, Maryland 20910
(Address, including zip code of Company's principal executive offices)

Urban One Second Amended and Restated 2019 Equity and Performance Incentive Plan
(Full title of the plan)

Peter D. Thompson, Chief Financial Officer

Urban One, Inc.
1010 Wayne Avenue
14th Floor
Silver Spring, Maryland 20910
(301) 429-3200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

C. Kristopher Simpson, General Counsel
Urban One, Inc.
1010 Wayne Avenue
4th Floor
Silver Spring, Maryland 20910
(301) 429-3200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**PART I INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS
EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, Urban One, Inc. (the “Company”) is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) to register (i) 750,000 additional shares of Class A Common Stock, par value \$0.001 per share and (ii) 7,000,000 additional shares of Class D Common Stock, par value \$0.001 per share (collectively, the “Common Stock”) under the Company’s 2019 Equity and Performance Incentive Plan, as amended and restated. This Registration Statement hereby incorporates by reference the contents of the Company’s registration statements on Form S-8 filed with the SEC on August 2, 2019 and August 17, 2024, (File No. 333-232991 and File No. 333-258874). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Company filed with the Commission are incorporated herein by reference:

- (a) The descriptions of our Class A and Class D Common Stock, par value \$.001 per share, contained in a registration statement on Form 8-A under the Exchange Act filed by the Company on May 17, 2000 and any amendments or reports filed for the purpose of updating such description;
- (b) Urban One’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on June 7, 2024 (Commission File No. 000-25969); and
- (c) Urban One’s quarterly report on Form 10-Q for the period ended March 31, 2024, filed with the Commission on June 7, 2024.
- (d) Urban One’s quarterly report on Form 10-Q for the period ended June 30, 2024, filed with the Commission on August 9, 2024.
- (e) Urban One’s quarterly report on Form 10-Q for the period ended September 30, 2024, filed with the Commission on November 12, 2024.
- (f) Urban One’s current reports on Form 8-K, filed with the Commission on each of January 4, 2024, April 9, 2024, April 12, 2024, April 18, 2024, June 5, 2024, June 13, 2024, August 9, 2024, October 2, 2024 and November 12, 2024;
- (g) All other reports of the Company filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Company’s Annual Report referred to in (b) above.

To the extent that any information contained in any current report on Form 8-K, or any exhibit thereto, was furnished to, rather than filed with, the SEC, such information or exhibit is specifically not incorporated by reference in this prospectus.

All documents filed by Urban One or any of the plans listed on the cover page of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”) subsequent to the filing of this registration statement, and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such

statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the Commission, each of the following exhibits is filed herewith:

Exhibit Number	Description of Exhibit
5.1*	<u>Opinion of C. Kristopher Simpson, General Counsel.</u>
5.1*	<u>Consent of C. Kristopher Simpson, General Counsel (included in Exhibit 5.1).</u>
23.1*	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of BDO USA LLP, Independent Registered Public Accounting Firm.</u>
24.1	<u>Power of Attorney (included on the signature page).</u>
99.1	<u>Second Amended and Restated Urban One 2019 Equity and Performance Incentive Plan (incorporated by reference from the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on August 21, 2024)</u>
107.1*	<u>Filing Fee Table</u>

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Silver Spring, State of Maryland on this 12th day of November, 2024.

URBAN ONE, INC.

By: /S/ ALFRED C. LIGGINS, III

Alfred C. Liggins, III Chief Executive Officer

and President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Alfred C. Liggins, III and Peter D. Thompson as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated.

	Signature	Title	Date
/S/	ALFRED C. LIGGINS, III <hr/> Alfred C. Liggins, III	Chief Executive Officer, President and Director (Principal Executive Officer)	November 12, 2024
/S/	PETER D. THOMPSON <hr/> Peter D. Thompson	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 12, 2024
/S/	CATHERINE H. HUGHES <hr/> Catherine H. Hughes	Chairperson, Director	November 12, 2024
/S/	B. DOYLE MITCHELL, JR. <hr/> B. Doyle Mitchell	Director	November 12, 2024
/S/	TERRY L. JONES <hr/> Terry L. Jones	Director	November 12, 2024
/S/	BRIAN W. MCNEILL <hr/> Brian W. McNeill	Director	November 12, 2024
/S/	D. GEOFFREY ARMSTRONG <hr/> D. Geoffrey Armstrong	Director	November 12, 2024

November 12, 2024

Urban One, Inc.
1010 Wayne Avenue
14th Floor

Silver Spring, Maryland 20910

Re: Registration Statement on Form S-8 for Shares of Class A and Class D Common Stock Issuable Under Second Amended and Restated Urban One 2019 Equity and Performance Incentive Plan

Ladies and Gentlemen:

I am Senior Vice President and General Counsel of Urban One, Inc., a Delaware corporation (the "Company"), and I have acted as counsel in connection with the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of a total of 750,000 shares of the Company's Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"), and a total of 7,000,000 shares of the Company's Class D Common Stock, par value \$0.001 per share (the "Class D Common Stock" and, together with the Class A Common Stock, the "Shares"), issuable from time to time pursuant to awards granted under the Urban One Second Amended and Restated 2019 Equity and Performance Incentive Plan (the "Second A/R 2019 Plan").

In connection therewith, I, or attorneys under my direction, have examined, and relied upon the accuracy of factual matters contained in, the Second A/R 2019 Plan and such other agreements, documents, corporate records and instruments as I have deemed necessary for the purposes of the opinion expressed below. In giving this opinion, I am assuming that the Shares will continue to be duly and validly authorized on the dates that the Shares are issued to participants pursuant to the terms of the Second A/R 2019 Plan, and, upon the issuance of any of the Shares, the total number of shares of Class A Common Stock and/or Class D Common Stock issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of Class A Common Stock and/or Class D Common Stock that the Company is then authorized to issue under its articles of incorporation.

Based upon the foregoing, I am of the opinion that the Shares, when issued pursuant to awards granted in accordance with the terms of the Second A/R 2019 Plan and in the manner contemplated by the Second A/R 2019 Plan, will be legally issued, fully paid and non-assessable.

This opinion is limited to the matters expressly stated herein. No implied opinion may be inferred to extend this opinion beyond the matters expressly stated herein. I do not undertake to advise you of any changes in the opinion expressed herein resulting from changes in law, changes in facts or any other matters that might occur or be brought to my attention after the date hereof. In addition, I consent to the attachment of this opinion to the Registration Statement and further consent to the use of my name wherever it may appear in the Registration Statement, including any prospectus constituting a part thereof, and any amendments thereto.

Very truly yours,

/s/ C. Kristopher Simpson
C. Kristopher Simpson
Senior Vice President and General

Counsel

Consent of Independent Registered Public Accounting Firm

Urban One, Inc.

Silver Spring, Maryland

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Urban One Second Amended and Restated 2019 Equity and Performance Incentive Plan of our reports dated June 7, 2024, with respect to the consolidated financial statements of Urban One, Inc. and the effectiveness of internal control over financial reporting of Urban One, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Tysons, Virginia

November 12, 2024

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Urban One, Inc. of our report dated June 30, 2023, except for Note 2, as to which the date is June 7, 2024, relating to the consolidated financial statements, which appears in the Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.
Potomac, Maryland
November 12, 2024

Calculation of Filing Fee Table

Form S-8

Urban One, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock \$0.001 par value per share, to be issued under the Amended and Restated Urban One 2019 Equity and Performance Incentive Plan	Rule 457(c)	750,000	\$1.53	\$1,147,500	0.0001531	\$175.68
Equity	Class D Common Stock \$0.001 par value per share, to be issued under the Amended and Restated Urban One 2019 Equity and Performance Incentive Plan	Rule 457(c)	7,000,000	\$1.10	\$7,700,000	0.0001531	\$1178.87
Total Offering Amounts:			7,750,000		\$8,847,500		\$1,354.55
Total Fee Offsets:							\$0.00
Net Fee Due:							\$1,354.55

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional shares of Class A and/or Class D Common Stock that become available under the foregoing plans in connection with changes in the number of outstanding shares of Class A and/or Class D Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (2) Estimated in accordance with Rule 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The maximum price per Security and the maximum offering price are based on the average of \$1.58 (high) and \$1.48 (low) sale price of the Registrant's Class A Common Stock as reported on the NASDAQ Capital Market on November 8, 2024, which date is within five business days prior to filing this registration statement. The maximum price per Security and the maximum offering price are based on the average of \$1.16 (high) and \$1.04 (low) sale price of the Registrant's Class D Common Stock as reported on the NASDAQ Capital Market on November 8, 2024, which date is within five business days prior to filing this registration statement.