

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SEMLER ERIC</u>  (Last) (First) (Middle) C/O TCS CAPITAL MANAGEMENT, LLC 142 WEST 57TH STREET, 11TH FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>URBAN ONE, INC. [ UONE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, \$0.001 par value <sup>(1)(2)</sup>								675,480	I	By TCS Capital Advisors, LLC <sup>(3)</sup>
Class A Common Stock, \$0.001 par value <sup>(1)(2)</sup>								200,000	D	
Class D Common Stock, \$0.001 par value <sup>(1)(2)</sup>	05/27/2021		P		448,000	A	\$4.0449	2,669,197	I	By TCS Capital Advisors, LLC <sup>(3)</sup>
Class D Common Stock, \$0.001 par value <sup>(1)(2)</sup>	05/27/2021		P		118,938	A	\$3.6417	2,788,135	I	By TCS Capital Advisors, LLC <sup>(3)</sup>
Class D Common Stock, \$0.001 par value <sup>(1)(2)</sup>	05/28/2021		P		400,000	A	\$4.6913	3,188,135	I	By TCS Capital Advisors, LLC <sup>(3)</sup>
Class D Common Stock, \$0.001 par value <sup>(1)(2)</sup>	06/01/2021		P		39,900	A	\$4.8712	3,228,035	I	By TCS Capital Advisors, LLC <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
SEMLER ERIC  
 (Last) (First) (Middle)  
 C/O TCS CAPITAL MANAGEMENT, LLC  
 142 WEST 57TH STREET, 11TH FLOOR  
 (Street)

NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>TCS CAPITAL MANAGEMENT LLC</u>		
(Last)	(First)	(Middle)
142 WEST 57TH STREET		
11TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>TCS Capital Advisors, LLC</u>		
(Last)	(First)	(Middle)
142 WEST 57TH STREET, 11TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 4 is filed jointly by TCS Capital Management, LLC ("TCS Management"), TCS Capital Advisors, LLC ("TCS Advisors") and Eric Semler (collectively, the "Reporting Persons").
2. Each Reporting Person may be deemed to be a member of a "group" that owns more than 10% of the Issuer's outstanding shares of Class A Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
3. Securities held directly by TCS Advisors. TCS Management, as the investment advisor of TCS Advisors, may be deemed to beneficially own the securities held directly by TCS Advisors. Mr. Semler, as the managing member of TCS Management, may be deemed to beneficially own the securities held directly by TCS Advisors.

<u>/s/ Eric Semler</u>	<u>06/01/2021</u>
<u>TCS Capital Management, LLC, By: /s/ Eric Semler, Managing Member</u>	<u>06/01/2021</u>
<u>TCS Capital Advisors, LLC, By: /s/ Eric Semler, Managing Member</u>	<u>06/01/2021</u>

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**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 Number.**