

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>LIGGINS ALFRED C</u> (Last) (First) (Middle) 1010 WAYNE AVENUE 14TH FLOOR (Street) SILVER MD 20910 SPRING (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>URBAN ONE, INC. [ROIA/ROIAK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 D Common Stock	08/07/2017		A		749,383	A	\$1.9	13,077,208 ⁽¹⁾⁽²⁾	D	

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					
Option	\$1.9 ⁽³⁾	08/07/2017		A		333,059 ⁽⁴⁾		08/07/2018	08/07/2028	Class D 333,059	\$1.9 ⁽³⁾	13,410,267 ⁽⁵⁾⁽⁶⁾	D	

Explanation of Responses:

- The total represents all shares held by the reporting person across all classes of Radio One Inc. stock, Classes A, B, C and D. The reporting person beneficially owns a total of 13,077,208 shares of Radio One, Inc. stock as follows: (1) 558,309 shares of Class A common stock held by Alfred C. Liggins; (2) 16,600 shares of Class A common stock held by the Alfred C Liggins Revocable Trust; (3) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (4) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust; (5) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (6) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (7) 5,621,365 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (8) 338,808 shares of Class D common stock held by the Dynastic Trust U/A/D
- CONTINUED: (9) 31,499 shares of Class D common stock held by the Hughes-Liggins Co., LLC; and (10) 2,958,946 shares of Class D common stock held by Alfred C. Liggins.
- Determined based on \$1.90 closing price on August 7, 2017 and application of Black Scholes modeling factor.
- Options to purchase Class D common stock that will vest in increments of 33.33% over three years
- The total represents all shares held by the reporting person across all classes of Radio One Inc. stock, Classes A, B, C and D. The reporting person beneficially owns a total of 13,410,267 shares of Radio One, Inc. stock as follows: (1) 558,309 shares of Class A common stock held by Alfred C. Liggins; (2) 16,600 shares of Class A common stock held by the Alfred C Liggins Revocable Trust; (3) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (4) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust; (5) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (6) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (7) 5,621,365 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (8) 338,808 shares of Class D common stock held by the Dynastic Trust U/A/D
- CONTINUED: (9) 31,499 shares of Class D common stock held by the Hughes-Liggins Co., LLC; (10) 2,542,622 shares of Class D common stock held by Alfred C. Liggins; and (11) options to purchase 333,059 shares of Class D common stock as reported on Form 8K on August 17, 2017

Remarks:

Linda J. Vilardo, Attorney-In-Fact 08/21/2017

** 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.