

OMB APPROVAL	
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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 SPRING MD 20910  (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 <sup>(1)(2)</sup>	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						Title
Option	\$1.9 <sup>(3)</sup>	08/07/2017		A		333,059 <sup>(4)</sup>		08/07/2018	08/07/2028	Class D	333,059	\$1.9 <sup>(3)</sup>	13,410,267 <sup>(5)(6)</sup>	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.

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