

<b>OMB APPROVAL</b>	
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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>HUGHES CATHERINE L</u>  (Last) (First) (Middle) 5900 PRINCESS GARDEN PARKWAY 8TH FL  (Street) LANHAM MD 20706  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>URBAN ONE, INC. [ UONE/UONEK ]</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) <u>Chairperson and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/18/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 11/17/2020	

**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	10/18/2019		G		90,900	A	(1)	6,353,762 <sup>(2)(3)(4)</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					

**Explanation of Responses:**

- This amendment corrects two errors in reporting. On October 18, 2019, the reporting person made a charitable gift of 90,900 shares. This gift was previously omitted from reporting and the gift of the shares was not reflected in the aggregate number of shares held by the reporting person as of the last report. The second error was that the number of shares held directly by the reporting person was overstated by 547,195 shares in item (6) of the inventory noted below. The itemization incorrectly stated 940,754 shares of Class D common stock were held by Catherine Hughes while the correct number was 393,559. Both corrections are reflected in the aggregate share number of 6,353,762 above.
- The total represents all shares held by the reporting person across all classes of Urban One, Inc. stock, Classes A, B, C, and D. The reporting person beneficially owns a total of Urban One, Inc. stock as follows: (1) no shares of Class A common stock, the sales reported herein represented a complete disposition of his Class A holdings, (2) 851,536 shares of Class B common stock held by the Hughes Revocable Trust; (3) 247,366 shares of Class C common stock held by the Hughes Revocable Trust U/A/D; (4) 1,124,560 shares of Class C common stock held by the Dynastic Trust U/A/D; (5) 15,605 shares of Class C common stock held by the Hughes-Liggins Co., LLC; (6) 302,659 shares of Class D common stock held by Catherine Hughes; (7) 1,015,937 shares of Class D common stock held by the Hughes Revocable Trust; (8) 494,732 shares of Class D common stock held by the Hughes Revocable Trust U/A/D; (9) 1,749,464 shares of Class D common stock held by the Hughes Revocable Trust UA; (cont.)
- (10) 520,404 shares of Class D common stock held by the Dynastic Trust U/A/D; and (11) 31,499 shares of Class D common stock held by the Hughes-Liggins Co., LLC. More information on Ms. Hughes' ownership is included in our most recent proxy filed on April 29, 2020.
- This total does not include options to purchase 878,744 shares of Class D common stock held by Ms. Hughes. Mr. Hughes holds options for 293,000 Class D shares with an exercise price of \$2.75 per share, options for 199,836 Class D shares with an exercise price of \$1.90 per share, options for 210,937 Class D shares with an exercise price of \$1.80 per share, and options for 174,971 Class D shares with an exercise price of \$2.17 per share.

Karen Wishart 11/17/2020  
 \*\* 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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