

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

**SCHEDULE 13G  
(Rule 13d-102)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 3)<sup>1</sup>

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Urban One, Inc.

(Name of Issuer)

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Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

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91705J105

(CUSIP Number)

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November 22, 2024

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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1	NAME OF REPORTING PERSON  ERIC SEMLER	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  - 0 -
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0%	
12	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  TCS CAPITAL MANAGEMENT, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  - 0 -
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0%	
12	TYPE OF REPORTING PERSON  IA	

1	NAME OF REPORTING PERSON  TCS CAPITAL ADVISORS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  NEW YORK	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  - 0 -
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0%	
12	TYPE OF REPORTING PERSON  OO	

This Amendment No. 3 to Schedule 13G (this “Amendment No. 3”) is being filed on behalf of TCS Capital Management, LLC, a Delaware limited liability company (“TCS Management”), TCS Capital Advisors, LLC, a New York limited liability company (“TCS Advisors”), and Eric Semler (together with TCS Management and TCS Advisors, the “Reporting Persons”). This Amendment No. 3 relates to Class A Common Stock, par value \$0.001 per share (the “Common Stock”), of Urban One, Inc., a Delaware corporation (the “Issuer”).

**Item 1(a). Name of Issuer:**

Urban One, Inc.

**Item 1(b). Address of Issuer’s Principal Executive Offices:**

1010 Wayne Avenue, 14<sup>th</sup> Floor  
Silver Spring, Maryland 20910

**Item 2(a). Name of Person Filing:**

- (1) TCS Capital Management, LLC
- (2) TCS Capital Advisors, LLC
- (3) Eric Semler

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The address of the principal office of each of the Reporting Persons is 500 Seventh Avenue, 8<sup>th</sup> Floor, New York, NY 10027.

**Item 2(c). Citizenship:**

- (1) TCS Capital Management, LLC is a Delaware limited liability company.
- (2) TCS Capital Advisors, LLC is a New York limited liability company.
- (3) Eric Semler is a citizen of the United States of America.

**Item 2(d). Title of Class of Securities:**

Class A Common Stock, par value \$0.001 per share

**Item 2(e). CUSIP Number:**

91705J105

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- /x/ Not applicable.
- (a)  // Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  // Investment company registered under Section 8 of the Investment Company Act.
- (e)  // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  // Non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J).
- (k)  // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership.**

As of the close of business on November 22, 2024, the Reporting Persons no longer beneficially owned any shares of Common Stock of the Issuer.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the shares of Common Stock, check the following [X].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 99.1 to the initial Schedule 13G filed by the Reporting Persons on January 25, 2021.

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications.**

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 26, 2024

TCS CAPITAL ADVISORS, LLC

By: TCS CAPITAL MANAGEMENT, LLC  
its investment advisor

By: /s/ Eric Semler

Name: Eric Semler  
Title: Managing Member

TCS CAPITAL MANAGEMENT, LLC

By: /s/ Eric Semler

Name: Eric Semler  
Title: Managing Member

/s/ Eric Semler

ERIC SEMLER