

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Thompson Peter</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. [ UONE/UONEK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO / EVP
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 06/01/2018	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 D <sup>(1)</sup>	06/01/2018		M		75,000	A	\$1.41	684,175	D	
Class D	06/01/2018		F <sup>(2)</sup>		60,315	D	\$2	623,860	D	
Class D	06/01/2018		J <sup>(3)</sup>		14,685	D	\$2	609,175 <sup>(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						Title
Options	\$1.41	06/01/2018		M			75,000	06/05/2008	06/05/2018	Class D Common Stock	75,000	\$0.00	0	D	

**Explanation of Responses:**

- This Form 4/A is being filed to add the line reporting the acquisition of 600,000 shares of Class D Common Stock upon the exercise of the reported stock option prior to disposition of the shares to the issuer in two previously reported transactions.
- Represents shares tendered to the issuer in payment of stock option exercise price and to satisfy withholding obligations.
- Represents a disposition of the shares to the issuer in exchange for cash at the fair market value of \$2.00 per share on the date of repurchase by the issuer.
- Mr. Thompson beneficially owns a total of 609,174 shares of Class D common stock, including 339,035 shares of Class D common stock obtainable upon the exercise of stock options. More information on Mr. Thompson's ownership is included in our most recent proxy filed April 30, 2018.

**Remarks:**

Karen Wishart, Attorney-In-Fact 08/15/2018

\*\* 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.