

OMB APPROVAL	
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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>MCNEILL BRIAN W</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 06/16/2020					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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 Common Stock	06/16/2020		M		11,628	A	\$0 ⁽¹⁾	886,365	D	
Class D Common Stock	06/17/2020		M		12,500	A	\$0 ⁽¹⁾	898,865	D	
Class D Common Stock	06/16/2020		M		13,369	D	\$1.87 ⁽²⁾	912,234	D	
Class D Common Stock	06/16/2020		M		22,935	D	\$1.09 ⁽²⁾	935,169	D	
Class D Common Stock	06/16/2020		M		30,120	D	\$0.83 ⁽²⁾	965,289	D	
Class D Common Stock	06/16/2020		S		66,424	D	\$3.45 ⁽²⁾	898,865	D	
Class D Common Stock	06/17/2020		S		69,821	D	\$4.02 ⁽²⁾	829,044	D	
Class D Common Stock	06/18/2020		S		150,000	D	\$3.43 ⁽²⁾	679,044	D	
Class A Common Stock	06/19/2020		S		26,434	D	\$38.53 ⁽²⁾	652,610	D	
Class D Common Stock	06/23/2020		S		200,000	D	\$2.8	452,610	D	
Class D Common Stock	06/24/2020		S		47,335	D	\$3.186	405,275	D	
Class D Common Stock	06/24/2020		S		47,000	D	\$3.2	358,275 ⁽³⁾	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$1.87	06/16/2020		M		13,369	01/05/2011	01/05/2021	Class D Common Stock	13,369	\$3.45	13,369	D	
Stock Option	\$1.09	06/16/2020		M		22,935	06/06/2011	06/06/2021	Class D Common Stock	22,935	\$3.45	22,935	D	
Stock Option	\$0.83	06/16/2020		M		30,120	09/05/2012	09/05/2022	Class D Common Stock	30,120	\$3.45	30,120	D	

Explanation of Responses:

- Represents vesting of a grant of restricted stock units pursuant to our director compensation policy, our non-employee directors each receive \$50,000 of restricted stock units which vest over a two-year period. The number of shares was determined by dividing the closing price of our Class D common stock on the date of the applicable annual meeting into \$50,000.
- Transactions previously reported on our Form 8-K filed June 17, 2020. The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to Urban One, Inc., any security holder of Urban One, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 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 358,275 shares of Urban One, Inc. common stock as follows: (1) after the transaction reported hereunder Mr. McNeill owns no shares of Class A common stock; and (2) 358,275 shares of Class D common stock. This number does not include options. After the transactions hereunder, Mr. McNeill holds no further options.

Karen Wishart, Attorney-In-Fact

07/02/2020

** 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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