

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>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) 06/17/2020	
	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	06/17/2020		M		114,035	A	\$1.9 ⁽¹⁾	319,904	D	
Class D Common Stock	06/17/2020		M		95,591	A	\$1.8 ⁽¹⁾	415,495	D	
Class D Common Stock	06/17/2020		S		114,035	D	\$3.52 ⁽¹⁾⁽²⁾	301,460	D	
Class D Common Stock	06/17/2020		S		95,591	D	\$3.52 ⁽¹⁾⁽²⁾	205,869	D	
Class D Common Stock	06/17/2020		S		170,958	D	\$3.35 ⁽¹⁾⁽³⁾	34,911	D	
Class D Common Stock	06/22/2020		M		40,319	A	\$2.17 ⁽¹⁾	75,230	D	
Class D Common Stock	06/22/2020		M		24,779	A	\$1.8 ⁽¹⁾	100,009	D	
Class D Common Stock	06/22/2020		S		65,098	D	\$3.35 ⁽¹⁾⁽⁴⁾	34,911 ⁽⁵⁾	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				
Stock Option	\$1.9	06/17/2020		M		114,035	08/07/2019	08/07/2027	Class D Common Stock	114,035	\$3.52	114,035	D	
Stock Option	\$1.8	06/17/2020		M		95,591	08/07/2019	01/05/2028	Class D Common Stock	95,591	\$3.52	95,591	D	
Stock Option	\$2.17	06/22/2020		M		40,319	07/05/2019	01/05/2028	Class D Common Stock	40,319	\$3.5	40,319	D	
Stock Option	\$1.8	06/22/2020		M		24,779	08/07/2019	01/05/2028	Class D Common Stock	24,779	\$3.5	24,779	D	

Explanation of Responses:

- All transactions s previously reported on our Form 8-K filed June 17, 2020.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$3.25 to \$4.01, inclusive. 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 price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions. 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 price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$3.25 to \$3.45, inclusive. 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.
- This total does not include options to purchase 284,527 shares of Class D common stock options held by Mr. Thompson. Mr. Thompson holds options for 225,000 Class D shares with an exercise price of \$2.75 per share and options for 99,846 Class D shares with an exercise price of \$2.17 per share.

Karen Wishart, Attorney-In-Fact

06/30/2020

** 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.

