

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>ARMSTRONG D GEOFFREY</u> (Last) (First) (Middle) <u>5900 PRINCESS GARDEN PARKWAY</u> <u>7TH FL</u> (Street) <u>LANHAM MD 20706</u> (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) <u>05/18/2021</u>	
	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	05/18/2021		M		21,929	D	(1)	245,150	D	
Class D Common Stock	05/18/2021		S		35,298	D	\$3.59	209,852 ⁽²⁾⁽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	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	\$0	05/18/2021		M			21,929	(4)	(5)	Class D common stock	\$0	0	D	
Stock Option to purchase Class D Common Stock	\$1.87	05/18/2021		A			13,369	06/06/2011	06/06/2021	Class D common stock	\$0	13,369	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.
- 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 209,852 shares of Urban One, Inc. common stock as follows: (1) 10,000 shares of Class A common stock; and (2) 199,852 shares of Class D common stock.
- This total includes options to purchase 53,055 shares of Class D common stock held by Mr. Armstrong. Mr. Armstrong holds options for 22,935 Class D shares with an exercise price of \$1.09 per share, and options for 30,120 Class D shares with an exercise price of \$0.83 per share.
- Represents a grant of restricted stock units under the company's board compensation plan. On June 14, 2013, Mr. Armstrong was granted 21,929 shares of restricted Class D common stock in accordance with our board compensation policy. The number of shares was determined by dividing \$2.28, the closing price of our Class D common stock on June 14, 2013 into \$50,000 and vested in equal parts over a two year period.
- Not applicable

Karen Wishart

05/18/2021

** 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.