

| 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*<br><u>ARMSTRONG D GEOFFREY</u><br><br>(Last) (First) (Middle)<br>5900 PRINCESS GARDEN PARKWAY<br>7TH FL<br><br>(Street)<br>LANHAM MD 20706<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>URBAN ONE, INC. [ UONE/UONEK ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|                                                                                                                                                                                                                 | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/05/2022                       |                                                                                                                                                                                              |
|                                                                                                                                                                                                                 | 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            | 07/05/2022                           |                                                    | A                              |   | 9,671                                                             | A          | \$5.17 <sup>(1)</sup> | 197,216                                                                                       | D                                                        |                                                       |
| Class D Common Stock            | 07/05/2022                           |                                                    | A                              |   | 11,848                                                            | A          | \$4.22 <sup>(2)</sup> | 209,064 <sup>(3)</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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                        | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

**Explanation of Responses:**

- Reporting triggered by initial vest of a grant of restricted stock units under the Urban One, Inc. 2019 Equity and Performance Incentive Plan. As a non-employee director of Urban One, Inc., on July 6, 2021, Mr. Armstrong was granted restricted shares of Class D Common Stock with a fair market value of \$50,000 on July 6, 2021. Based upon the closing price of \$5.17 on July 6, 2021, Mr. Armstrong was granted a total of 9,671 restricted shares of Class D common stock that will vest in two (2) roughly equal installments. The first installment of 4,836 shares vested on July 5, 2022, and the second installment of 4,835 shares will vest on July 5, 2023. Reporting on future grants will be reported initial unvested grant as set forth in footnote 2 below.
- Represents an initial unvested grant of restricted stock units under the Urban One, Inc. 2019 Equity and Performance Incentive Plan. As a non-employee director of Urban One, Inc., on July 5, 2022, Mr. Armstrong was granted restricted shares of Class D Common Stock with a fair market value of \$50,000. Based upon the closing price of \$4.22 on July 5, 2022, Mr. Armstrong was granted a total of 11,848 restricted shares of Class D common stock. These restricted shares will vest in two (2) equal installments of 5,924 shares on July 5, 2023 and July 5, 2024.
- The total represents all Class A and Class D common stock shares held by the reporting person. After the transaction reported herein, the reporting person additionally beneficially owns 10,000 shares of Class A common stock and 199,064 shares of Class D common stock for a total of 209,064 shares across all classes of Urban One, Inc. stock, Classes A, B, C, and D. This number does not include options as Mr. Armstrong currently holds no options.

Karen Wishart, Attorney-In-Fact 07/06/2022

\*\* 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.