

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
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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).

1. Name and Address of Reporting Person* <u>LIGGINS ALFRED C</u> _____ (Last) (First) (Middle) _____ (Street) _____ (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2021</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	01/06/2021		M		512,536	A	(1)	15,675,294 ⁽²⁾⁽³⁾⁽⁴⁾	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
Class D Common Stock	\$0	01/06/2021		M		512,536		(5)	(6)	Class D Common Stock	512,536	\$0	0	D	
Class D Common Stock	\$2	01/06/2021		A		316,406		01/06/2021	06/05/2030	Class D Common Stock	316,406	\$0	316,406	D	

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- 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 Urban One, Inc. stock as follows: (1) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (2) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (3) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (4) 15,605 shares of Class C common stock held by the Hughes-Liggins Co., LLC; (5) 3,325,207 shares of Class D common stock held by Alfred C. Liggins; (6) 3,896,734 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (7) 3,012,237 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (8) 1,519,128 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust UA; (cont.)
- (9) 338,808 shares of Class D common stock held by the Dynastic Trust U/A/D; and (10) 31,499 shares of Class D common stock held by the Hughes-Liggins Co., LLC. More information about Mr. Liggins' ownership is included in our most recent proxy filed on April 29, 2020.
- This total excludes the number of stock options held. More information on Mr. Liggins' ownership is included in our most recent proxy filed on April 29, 2020.
- Represents a grant of restricted stock units under the Urban One, Inc. 2019 Equity and Other Incentive Plan. On June 12, 2019, the Compensation Committee granted Mr. Liggins 711,914 restricted shares of Class D Common Stock and stock options to purchase 316,406 shares of Class D Common Stock. The grants were effective June 5, 2020 and vested on January 6, 2021. On the vesting date, 199,378 shares were withheld to cover income taxes attributable to the vesting.
- Not applicable

Karen Wishart

01/15/2021

** 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.