

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>HUGHES CATHERINE L</u>  (Last) (First) (Middle) <u>1010 WAYNE AVENUE</u> <u>14TH FLOOR</u>  (Street) <u>SILVER SPRING MD 20910</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>URBAN ONE, INC. [ ROIA/ROIAK ]</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) <u>Chairperson and Secretary</u>	
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2017</u>		
	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 <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class D Common Stock	01/05/2018		A	474,609	A	\$1.7	7,913,214 <sup>(1)</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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Options	\$1.7	01/05/2018		A	223,346 <sup>(2)</sup>		01/05/2019	01/05/2028	Class D	223,346	\$1.7	8,136,560 <sup>(3)(4)</sup>	D	

**Explanation of Responses:**

- 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 7,913,214 shares of Urban One, Inc. stock as follows: (1) 1,000 shares of Class A common stock held by Catherine L. Hughes; (2) 851,536 shares of Class B common stock held by the Catherine L. Hughes Revocable Trust; (3) 247,366 shares of Class C common stock held by the Catherine L. Hughes Revocable Trust U/A/D; (4) 1,124,560 shares of Class C common stock held by the Dynastic Trust U/A/D; (5) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (6) 3,260,133 shares of Class D common stock held by the Catherine L. Hughes Revocable Trust; (7) 520,404 shares of Class D common stock held by the Catherine L. Hughes Trust U/A/D; (8) 31,499 shares of Class D common stock held by the Hughes-Liggins Co. LLC; and (9) 1,861,111 shares of Class D common stock held by Catherine L. Hughes
- Options to purchase Class D common stock that will vest 100% on January 5, 2019.
- 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 8,136,560 shares of Urban One, Inc. stock as follows: (1) 1,000 shares of Class A common stock held by Catherine L. Hughes; (2) 851,536 shares of Class B common stock held by the Catherine L. Hughes Revocable Trust; (3) 247,366 shares of Class C common stock held by the Catherine L. Hughes Revocable Trust U/A/D; (4) 1,124,560 shares of Class C common stock held by the Dynastic Trust U/A/D; (5) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (6) 3,260,133 shares of Class D common stock held by the Catherine L. Hughes Revocable Trust; (7) 520,404 shares of Class D common stock held by the Catherine L. Hughes Trust U/A/D; (8) 31,499 shares of Class D common stock held by the Hughes-Liggins Co. LLC; (9) 1,861,111 shares of Class D common stock held by Catherine L. Hughes; and
- CONTINUED: (10) options to purchase 223,346 shares of Class D common stock that will vest 100% on January 5, 2019

**Remarks:**

Karen Wishart, Attorney-In-Fact 02/16/2018

\*\* 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.