

OMB APPROVAL	
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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

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>ARMSTRONG D GEOFFREY</u> (Last) (First) (Middle) 5900 PRINCESS GARDEN PARKWAY 7TH FL (Street) LANHAM MD 20706 (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) 05/11/2022			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	05/11/2022		M		30,120	A	(1)	208,541	D	
Class D Common Stock	05/11/2022		S		14,931 ⁽²⁾	D	\$6.06 ⁽³⁾	193,610	D	
Class D Common Stock	05/11/2022		S		15,189 ⁽²⁾	D	\$6.05 ⁽³⁾	178,421 ⁽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
Restricted Stock Unit	\$0.83	05/11/2022		M			30,120	06/05/2013	06/05/2022	Class D Common Stock	30,120	\$0	208,541	D	

Explanation of Responses:

- Represents the exercise of previously granted restricted stock unit options, with an exercise price of \$0.83 per share. These options were to expire on June 5, 2022.
- A majority of the proceeds from these sales will be used to cover the reporting person's tax liability arising from option exercises.
- The price reported in Column 4 is a weighted average price upon sale after exercise of the underlying stock options. 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 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 168,421 shares of Class D common stock for a total of 178,421 shares across all classes of Urban One, Inc. stock, Classes A, B, C, and D. This number does not include options as per the transactions reported herein Mr. Armstrong no longer holds options.

Karen Wishart, Attorney-In-Fact 05/13/2022

** 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.