

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>HUGHES CATHERINE L</u>  (Last) (First) (Middle) 1010 WAYNE AVENUE 14TH FLOOR  (Street) SILVER SPRING MD 20910  (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) Other (specify below) <p style="text-align: center;"><b>Chairperson and Secretary</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year) 02/08/2023		

**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 <sup>(1)</sup>	02/06/2023		A		159,739 <sup>(2)</sup>	A	\$0	4,690,944	D	
Class D Common Stock	02/06/2023		F		52,970	D	\$5.15	4,637,974 <sup>(3)(4)</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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Class D)	\$5.15	02/06/2023		A		97,521		02/06/2023	02/06/2033	Class D Common Stock	97,521	\$0	1,361,560 <sup>(5)</sup>	D	

**Explanation of Responses:**

- This Form 4A is being filed to reconcile share ownership totals after adjusting for actual shares withheld for taxes versus estimated amounts in relation to the February 6, 2023 grant and vesting.
- Award vested immediately upon pricing.
- Urban One, Inc. has four classes of stock, Classes A, B, C, and D. Across all classes the reporting persons owns Urban One, Inc. stock as follows: (1) zero shares of Class A common stock (exclusive of the Class A RSUs reported in footnote 4 below), (2) 851,536 shares of Class B common stock held by the Hughes Revocable Trust; (3) 247,366 shares of Class C common stock held by the 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; (continued in next footnote)
- (continued from previous footnote)(6) 825,938 shares of Class D common stock held by Catherine Hughes; (7) 1,015,937 shares of Class D common stock held by the Hughes Revocable Trust; (8) 494,732 shares of Class D common stock held by the Hughes Revocable Trust U/A/D; (cont.) (9) 1,749,464 shares of Class D common stock held by the Hughes Revocable Trust UA; (10) 520,404 shares of Class D common stock held by the Dynastic Trust U/A/D; and (11) 31,499 shares of Class D common stock held by the Hughes-Liggins Co., LLC.
- The reporting person also holds 281,250 Class A Restricted Stock Units in addition to the derivative securities reported in Table II.

Karen Wishart, Attorney-in-Fact 02/17/2023

\*\* 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.**