

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>LIGGINS ALFRED C</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;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/06/2020	
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	01/06/2020		A		459,173	A	\$1.85 <sup>(1)</sup>	14,014,194	D	
Class D Common Stock	06/11/2020		P		729,873	A	\$0.76 <sup>(2)</sup>	14,744,067	D	
Class A Common Stock	06/22/2020		S		16,600	D	\$26.57 <sup>(3)</sup>	14,727,467	D	
Class A Common Stock	06/22/2020		S		558,309	D	\$23.96 <sup>(4)</sup>	14,169,158 <sup>(5)(6)(7)</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					

Explanation of Responses:

- As reported in our Form 10-Q filed November 12, 2019, Form 10K filed April 29, 2020 and Form 10-Q filed represents a grant of restricted stock units under the Urban One, inc. 2019 Equity and Other Incentive Plan. The grants were effective June 12, 2019 and vested on January 6, 2020. The grant was for 656,142 restricted shares of the Company's Class D common stock and the 459,173 represents the retained amounts after the withholding of 196,969 shares for taxes.
- As previously reported on our Form 8-K filed June 17, 2020.
- As previously reported on our Form 8-K filed June 22, 2020. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.11 to \$26.99, inclusive. 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.
- As previously reported on our Form 8-K filed June 22, 2020. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.23 to \$24.20, inclusive. 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 shares held by the reporting person across all classes of Urban One, Inc. stock, Classes A, B, C, and D. After giving effect to the reported transactions, the reporting person beneficially owns a total of Urban One, Inc. stock as follows: (1) no shares of Class A common stock, the sales reported herein represented a complete disposition of his Class A holdings (2) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (3) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (4) 920,456 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) 1,819,071 shares of Class D common stock held by Alfred C. Liggins; (7) 3,896,734 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust;
- CONTINUED (8) 3,012,237 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (9) 1,519,128 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust UA; (10) 338,808 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. More information on Mr. Liggins' ownership is included in our most recent proxy filed on April 29, 2020.
- This total does not include options to purchase 1,563,240 shares of Class D common stock held by Mr. Liggins. Mr. Liggins holds options for 587,000 Class D shares with an exercise price of \$2.75 per share, options for 333,059 Class D shares with an exercise price of \$1.90 per share, options for 351,562 Class D shares with an exercise price of \$1.80 per share, and options for 291,619 Class D shares with an exercise price of \$2.17 per share.

Karen Wishart, Attorney-In-Fact 06/29/2020

\*\* 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.

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