

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>KANTOR DAVID M</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO, Radio Division
	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		M		139,084	A	\$0 ⁽¹⁾	272,758	D	
Class D Common Stock	06/17/2020		S		272,758	D	\$5.39 ⁽²⁾⁽³⁾	0	D	
Class D Common Stock	06/17/2020		M		250,981	A	\$2.04 ⁽²⁾	250,981	D	
Class D Common Stock	06/17/2020		M		49,019	A	\$2.04 ⁽²⁾	300,000	D	
Class D Common Stock	06/17/2020		M		50,000	A	\$1.9 ⁽²⁾	350,000	D	
Class D Common Stock	06/17/2020		M		86,774	A	\$2.17 ⁽²⁾	436,774	D	
Class D Common Stock	06/17/2020		S		250,981	D	\$6.15 ⁽²⁾	185,793	D	
Class D Common Stock	06/17/2020		S		49,019	D	\$6.15 ⁽²⁾	136,774	D	
Class D Common Stock	06/17/2020		S		50,000	D	\$6.15 ⁽²⁾	86,744	D	
Class D Common Stock	06/17/2020		S		86,774	D	\$6.15 ⁽²⁾	0	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	\$2.04	06/17/2020		M			250,981	11/05/2015	11/05/2025	Class D Common Stock	250,981	\$6.15	250,981	D	
Stock Option	\$2.04	06/17/2020		M			49,019	11/05/2015	11/05/2025	Class D Common Stock	49,019	\$6.15	49,019	D	
Stock Option	\$1.9	06/17/2020		M			50,000	08/07/2017	08/07/2027	Class D Common Stock	50,000	\$6.15	50,000	D	
Stock Option	\$2.17	06/17/2020		M			86,774	07/05/2019	07/05/2027	Class D Common Stock	86,774	\$6.15	86,774	D	

Explanation of Responses:

1. 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 195,242 restricted shares of the Company's Class D common stock and the 139,084 represents the retained amounts after the withholding of 56,158 shares for taxes.

2. All transactions previously reported on our Form 8-K filed June 17, 2020.

3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions. 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.

Karen Wishart, Attorney-In-Fact 06/30/2020

** 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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