

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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).

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*<br><u>LIGGINS ALFRED C</u><br>_____<br>(Last) (First) (Middle)<br>_____<br>(Street)<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>URBAN ONE, INC. [ UONE/UONEK ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><p style="text-align: center;"><b>CEO</b></p> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/06/2023</u>                |   |
| 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |  |
| Class D Common Stock            | 02/06/2023                           |  | A                              |   | 266,232 <sup>(1)</sup>  | A          | \$0    | 12,591,086  | D  |  |
| Class D Common Stock            | 02/06/2023                           |  | F                              |   | 79,193 <sup>(2)(3)</sup>  | D          | \$5.15 | 12,511,893  | 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   | Amount or Number of Shares |  |  |   |  |
| Class D Common Stock                       | \$5.15   | 02/06/2023                           |  | A                              |   | 162,535  |     | 02/06/2023   | 02/06/2023      | Class D Common Stock  | 162,535                    | \$0  | 2,367,934 <sup>(4)</sup>   | D   |  |

**Explanation of Responses:**

- 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) 620,918 shares of Class A common stock (exclusive of Class A RSUs noted in footnote 4 below); (2) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (3) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (4) 3,713,487 shares of Class D common stock held by Alfred C. Liggins; (5) 3,896,734 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (continued in next footnote)
- continued from previous footnote) (6) 3,012,237 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (7) 1,519,128 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust UA; (8) 338,808 shares of Class D common stock held by the Dynastic Trust U/A/D; and (9) 31,499 shares of Class D common stock held by the Hughes-Liggins Co., LLC
- The reporting person also holds 468,750 Restricted Class A Stock Units in addition to the derivative securities reported in Table II.

Karen Wishart, Attorney-in-Fact 02/06/2023  
 \*\* 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.