UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant To Section 13 or 15(d)
Of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 06, 2023

URBAN ONE, INC.
(Exact name of Registrant as specified in its charter)

Delaware	**0-25969**	**52-1166660**
(State or Other Jurisdiction of Incorporation)	**(Commission File No.)**	**(IRS Employer Identification No.)**

1010 Wayne Avenue
14th Floor
Silver Spring, Maryland 20910
(301) 429-3200
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Class	Trading Symbol	Name of Exchange on which Registered
Class A Common Stock, $.001 Par Value	UONE	NASDAQ Capital Market
Class D Common Stock, $.001 Par Value	UONEK	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 under the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition.

On July 6, 2023, Urban One, Inc. (the "Company") issued a press release setting forth the results for its quarter ended December 31, 2022. A copy of the press release is attached as Exhibit 99.1.

Item 4.01. Changes in Registrant's Certifying Accountant

Subsequent to the filing of the 2022 Annual Report on Form 10-K for Urban One, Inc., the Company notified BDO USA, P.A. ("BDO") that it would be dismissed as the Company's independent registered public accounting firm. The Audit Committee of the Company's Board of Directors (the "Audit Committee") approved the dismissal of BDO on July 11, 2023 and BDO's dismissal as the Company's independent registered public accounting firm will be effective on July 12, 2023. The Audit Committee has appointed Ernst & Young LLP (EY) to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 effective as of July 12, 2023.

The audit reports of BDO on the Company's consolidated financial statements as of and for the years ended December 31, 2022 and December 31, 2021 contained no adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except that BDO's report on the Company's financial statements as of and for the years ended December 31, 2022 and 2021 noted that "As discussed in Note 2 to the consolidated financial statements, the 2021 consolidated financial statements have been restated to correct misstatements."

During the Company's fiscal years ended December 31, 2022 and December 31, 2021 and through July 11, 2023, the Company had no disagreements with BDO on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of BDO, would have caused BDO to make reference to the subject matter of the disagreement in connection with its reports on the financial statements of the Company for such years.

During the Company's fiscal years ended December 31, 2022 and December 31, 2021 and through July 11, 2023, no "reportable event" as defined in Item 304(a)(1)(v) of Regulation S-K occurred, other than the material weaknesses in internal control over financial reporting initially disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. The material weaknesses related to:

1) entity-level controls were not appropriately designed impacting the control environment, risk assessment procedures and monitoring activities; and

2) control activities which include:

a) effective controls were not designed and maintained over the information technology general controls ("ITGCs") in the areas of user access, program change management, and segregation of duties for certain information technology systems that support the Company's financial reporting and other processes;
b) effective controls were not designed and maintained over the proper segregation of duties relating to the review of manual journal entries;
c) effective review controls over revenue, income taxes, content assets, launch assets, the preparation of the statements of cash flows and certain financial statement disclosures;
d) effective review controls were not designed and maintained over the accounting and disclosures related to the investment in MGM National Harbor; and
e) effective controls were not designed and maintained over the completeness and accuracy of the balances of radio broadcasting licenses, goodwill and related accounts, specifically, the Company's monitoring and control activities related to review of key third-party reports and assumptions used in the valuation of its radio broadcasting licenses, goodwill and related accounts were not operating effectively.

The Audit Committee discussed this matter with BDO, and the Company has authorized BDO to respond fully to any inquiries of EY with respect to this matter.

The Company provided BDO with a copy of the disclosures it is making in this Current Report on Form 8-K and requested a letter from BDO to the United States Securities and Exchange Commission indicating whether it agrees with these disclosures. A copy of BDO's letter, dated July 12, 2023, is filed as Exhibit 16.1 hereto.

During the Company’s fiscal years ended December 31, 2022 and December 31, 2021 and through July 11, 2023, neither the Company nor anyone acting on the Company’s behalf consulted with EY regarding any matters referred to in Item 304(a)(2)(i) or (ii) of Regulation S-K.

Item 8.01 Other Events.

During the course of its earnings call for the year ended December 31, 2022, the Company gave a number of updates given the delays in its reporting both for the year ended December 31, 2022 and the quarter ended March 31, 2023. First, the Company noted that for the year-ended December 31, 2023, it expected to achieve Adjusted EBITDA in excess of that for the year ended December 31, 2019 excluding amounts for the MGM distribution. The Company noted that this estimate reflected pre-pandemic performance or better while taking into account the non-recurrence of distributions from MGM National Harbor given that the Company had sold its interest in the property back to MGM in Q1 2023 as previously announced. Next, the Company noted that it expected free cash flow of approximately $65 million for the year, with variation around that number subject to the Company's spend rate and timing on certain capital expenditure items. With respect to the Company's debt position, it was noted that the Company repurchased $25 million of its 2028 Notes in the period ended March 31, 2023 at an average price of approximately 89.1%, bringing current total gross debt to a balance of $725 million, down from $825 million at the start of 2022. Finally, the Company noted that it continued to analyze capital deployment and consolidation opportunities across its various segments, including within its radio and cable TV segments. The Company noted that any such opportunities would be subject to both a strategy and financial return analysis such that any given opportunity would have to provide the most impactful return when compared to other opportunities.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit Number	**Description**
16.1	Letter of BDO USA, LLP to the United States Securities and Exchange Commission dated July 12, 2023
99.1	Press release dated July 06, 2023: Urban One Reports Fourth Quarter Results
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward Looking Statements

The Company cautions you certain of the statements in this Form 8-K or in its press release may represent “forward-looking statements” as defined in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. These statements are based on assumptions believed by the Company to be reasonable and speak only as of the date on which such statements are made. Without limiting the generality of the foregoing, words such as “expect,” “believe,” “anticipate,” “intend,” “plan,” “project,” “will” or “estimate,” or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. Except as required by law, the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date and cautions investors not to place undue reliance on any such forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those described in the statements based on a number of factors, including but not limited to the following: the extent of the impact of the COVID-19 global pandemic or any other epidemic, disease outbreak, or public health emergency, including the duration, spread, severity, and any recurrence of the COVID-19 pandemic, the duration and scope of related government orders and restrictions, the impact on our employees, economic, public health, and political conditions that impact consumer confidence and spending, including the impact of COVID-19 and other health epidemics or pandemics on the global economy; the rapidly evolving nature of the COVID-19 pandemic and related containment measures, including changes in unemployment rate; the impact of political protests and curfews imposed by state and local governments; the cost and availability of capital or credit facility borrowings; the ability to obtain equity financing; general market conditions; the adequacy of cash flows or available debt resources to fund operations; and other risk factors described from time to time in the Company’s Forms 10-K, Forms 10-K/A, Forms 10-Q, Forms 10-Q/A and Form 8-K reports (including all amendments to those reports).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	URBAN ONE, INC.
	/s/ Peter D. Thompson
July 12, 2023	Peter D. Thompson Chief Financial Officer and Principal Accounting Officer

Exhibit 16.1

BDO

Tel: 301-354-2500
Fax: 301-354-2501
www.bdo.com

12505 Park Potomac Ave, Suite 700
Potomac, MD 20854

July 12, 2023

Securities and Exchange Commission
100 F Street N.E.
Washington, D.C. 20549

We have been furnished with a copy of the response to Item 4.01 of Form 8-K for the event that occurred on July 11, 2023, to be filed by our former client, Urban One, Inc. We agree with the statements made in response to that item insofar as they relate to our Firm.

Very truly yours,

BDO USA, P.A

NEWS RELEASE

July 6, 2023
FOR IMMEDIATE RELEASE
Washington, DC

Contact: Peter D. Thompson, EVP and CFO
(301) 429-4638

URBAN ONE, INC. REPORTS FOURTH QUARTER RESULTS

Washington, DC: - Urban One, Inc. (NASDAQ: UONEK and UONE) today reported its results for the quarter ended December 31, 2022. Net revenue was approximately $132.6 million, an increase of 1.6% from the same period in 2021. The Company reported operating income of approximately $14.3 million for the three months ended December 31, 2022, compared to approximately $20.3 million for the three months ended December 31, 2021. Broadcast and digital operating income[1] was approximately $47.6 million, an increase of 7.9% from the same period in 2021. Net income was $856,000 or $0.02 per share (basic) compared to approximately $5.3 million or $0.10 per share (basic) for the same period in 2021. Adjusted EBITDA[2] was approximately $31.7 million for the three months ended December 31, 2022, compared to approximately $32.5 million for the same period in 2021.

Alfred C. Liggins, III, Urban One's CEO and President stated, "I was pleased that Adjusted EBITDA came in right on top of our full year guidance at $165.6 million, a new highwater mark for Urban One. Boosted by political advertising, our radio division outperformed the overall market by 360 basis points, and on a same station basis Q4 radio revenue was up approximately 14.1% year- over-year. Reach Media did not run their Fantastic Voyage cruise event in 2022, hence Q4 revenues were down year-over-year, but normalizing for that event Q4 BCF was down approximately $317,000 year-over-year. Our digital segment grew revenue by 24%, however margins were reduced by a combination of higher traffic acquisition, ad production, and video content costs. Our cable TV segment suffered from a combination of audience under-delivery against upfront commitments, timing of FVOD payments in Q4 2021, and attrition in local direct response advertising. This was partially offset by improved upfront CPM's. Paid cable subscriber churn was -10% vs Q4 2021. Despite the softer fourth quarter, our cable television segment Adjusted EBITDA of $105.3 million was the highest in our history, helping us to keep net leverage below 4.0x at 3.96x. Pro-forma for the sale of our interest in MGM National Harbor and the Indianapolis radio acquisition, net leverage was 3.21x.

As for our preliminary results for 2023, Q1 2023, same station radio segment revenue was up 2.0% on a same station basis, however we have seen a slow-down in Q2 which is currently pacing down -5.0% same station or -0.9% ex political. Year to date through May 2023, according to Miller Kaplan our radio markets are down -2.8% vs Urban One -2.9% same station. We will have the benefit of the Indianapolis acquisition in the comparisons for Q1 through Q3, which will help to offset that lack of political revenues in 2023, although the margins on political revenues are significantly higher. Revenues at Reach Media were up 8.8% in first quarter 2023 and will be further boosted in Q2 by the Fantastic Voyage. Our digital segment revenues were down 2.7% in first quarter, although they have bounced back up mid-single digits in Q2. We expect margins at digital to remain in the low 20% range, as TAC, content and employee costs normalize into a steady state. The audience under-delivery at TV One has continued into 2023, with advertising revenues down -15.9% for Q1 and down mid-to-high single digits for Q2. Our TV affiliate revenues in 2023 are down approximately 7% year to date. This will put pressure on the TV One EBITDA, which we currently expect to be in the range $88-90 million for full year 2023.

We will talk more about the full-year outlook for 2023 on our earnings call, but overall, I believe we will still compare favorably to pre-pandemic 2019 results, despite the off-cycle political revenues and general advertising market slow-down that the industry is experiencing."

As previously disclosed in the Current Report on Form 8-K filed with the SEC on April 7, 2023, the Company announced that in connection with the preparation of its financial statements for the year ended December 31, 2022, the Company's management, in consultation with its independent registered public accounting firm, re-evaluated its accounting for the valuation of its investment interest in MGM National Harbor (the "MGM Investment"), which the Company sold for cash proceeds of approximately $136.8 million on April 21, 2023. After further review of the Company's accounting for its MGM Investment, it was determined that adjustments are required to the Company's financial statements as of January 1, 2021 and for each of the annual and interim periods ended December 31, 2021 and September 30, 2022 (the "Affected Periods"), due to understatements in the value of the MGM Investment, and related tax effects. In addition to the adjustment related to the MGM Investment, the Company included corrections for misstatements that were deemed immaterial to any period presented in our previously issued financial statements. These misstatements are related to radio broadcasting license impairment, right of use assets, fair value of the Reach Media redeemable noncontrolling interest, amortization of certain launch assets, misclassifications of certain balance sheet items, and any related tax effects. The Company also corrected certain line items within the statements of cash flows and certain disclosures related to deferred tax assets and content assets for errors identified. See the Company's Annual Report on Form 10-K filed with the SEC on June 30, 2023, for more information related to the restatement, including descriptions of the misstatements and the impacts on the Company's consolidated financial statements.

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RESULTS OF OPERATIONS

STATEMENT OF OPERATIONS	Three Months Ended December 31, 2022	Three Months Ended December 31, 2021	Year Ended December 31, 2022	Year Ended December 31, 2021
	(unaudited) (in thousands, except share data)	(As Restated)	(in thousands, except share data)	(As Restated)
NET REVENUE	$ 132,566	$ 130,475	$ 484,604	$ 440,285
OPERATING EXPENSES				
Programming and technical, excluding stock-based compensation	36,270	38,243	122,629	119,072
Selling, general and administrative, excluding stock-based compensation	48,670	48,097	159,991	141,979
Corporate selling, general and administrative, excluding stock-based compensation	19,217	19,293	49,985	50,837
Stock-based compensation	1,126	87	6,595	565
Depreciation and amortization	2,643	2,364	10,034	9,289
Impairment of long-lived assets	10,328	2,104	40,683	2,104
Total operating expenses	118,254	110,188	389,917	323,846
Operating income	14,312	20,287	94,687	116,439
INTEREST INCOME	465	33	939	218
INTEREST EXPENSE	14,628	15,908	61,751	65,702
(GAIN) LOSS ON RETIREMENT OF DEBT	(3,026)	—	(6,718)	6,949
OTHER INCOME, net	(2,351)	(1,968)	(16,083)	(8,134)
Income before provision for income taxes and noncontrolling interest in income of subsidiaries	5,526	6,380	56,676	52,140
PROVISION FOR INCOME TAXES	3,875	424	16,721	13,034
NET INCOME	1,651	5,956	39,955	39,106
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	795	670	2,626	2,315
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 856	$ 5,286	$ 37,329	$ 36,791
Weighted average shares outstanding - basic[3]	47,114,178	51,206,358	48,928,063	50,163,600
Weighted average shares outstanding - diluted[4]	49,941,335	55,084,927	52,174,337	54,136,641

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PER SHARE DATA - basic and diluted:	Three Months Ended December 31, 2022 (unaudited)	Three Months Ended December 31, 2021 (unaudited) (As Restated)	Year Ended December 31, 2022 (unaudited)	Year Ended December 31, 2021 (unaudited) (As Restated)
	(in thousands, except per share data)		(in thousands, except per share data)	
Net income attributable to common stockholders (basic)	$ 0.02	$ 0.10	$ 0.76	$ 0.73
Net income attributable to common stockholders (diluted)	$ 0.02	$ 0.10	$ 0.72	$ 0.68
SELECTED OTHER DATA				
Broadcast and digital operating income [1]	$ 47,626	$ 44,135	$ 201,984	$ 179,234
Broadcast and digital operating income reconciliation:				
Net income attributable to common stockholders	$ 856	$ 5,286	$ 37,329	$ 36,791
Add back non-broadcast and digital operating income items included in net income:				
Interest income	(465)	(33)	(939)	(218)
Interest expense	14,628	15,908	61,751	65,702
Provision for income taxes	3,875	424	16,721	13,034
Corporate selling, general and administrative expenses	19,217	19,293	49,985	50,837
Stock-based compensation	1,126	87	6,595	565
(Gain) loss on retirement of debt	(3,026)	—	(6,718)	6,949
Other income, net	(2,351)	(1,968)	(16,083)	(8,134)
Depreciation and amortization	2,643	2,364	10,034	9,289
Noncontrolling interest in income of subsidiaries	795	670	2,626	2,315
Impairment of long-lived assets	10,328	2,104	40,683	2,104
Broadcast and digital operating income	$ 47,626	$ 44,135	$ 201,984	$ 179,234
Adjusted EBITDA[2]	$ 31,740	$ 32,487	$ 165,592	$ 150,222
Adjusted EBITDA reconciliation:				
Net income attributable to common stockholders	$ 856	$ 5,286	$ 37,329	$ 36,791
Interest income	(465)	(33)	(939)	(218)
Interest expense	14,628	15,908	61,751	65,702
Provision for income taxes	3,875	424	16,721	13,034
Depreciation and amortization	2,643	2,364	10,034	9,289
EBITDA	$ 21,537	$ 23,949	$ 124,896	$ 124,598
Stock-based compensation	1,126	87	6,595	565
(Gain) loss on retirement of debt	(3,026)	—	(6,718)	6,949
Other income, net	(2,351)	(1,968)	(16,083)	(8,134)
Noncontrolling interest in income of subsidiaries	795	670	2,626	2,315
Corporate development costs	377	1,886	1,810	6,727
Employment Agreement Award and other compensation	(67)	3,465	2,129	6,163
Contingent consideration from acquisition	—	—	—	280
Severance-related costs	462	311	850	965
Investment income from MGM National Harbor	2,559	1,983	8,804	7,690
Impairment of long-lived assets	10,328	2,104	40,683	2,104
Adjusted EBITDA	$ 31,740	$ 32,487	$ 165,592	$ 150,222

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	December 31, 2022	December 31, 2021 (as restated)
	(in thousands)	
SELECTED BALANCE SHEET DATA:		
Cash and cash equivalents and restricted cash	$ 95,379	$ 152,218
Intangible assets, net	765,191	774,167
Available-for-sale securities - at fair value	136,826	112,600
Total assets	1,338,487	1,329,025
Total debt (including current portion, net of issuance costs)	739,000	818,616
Total liabilities	979,417	1,006,690
Total stockholders' equity	333,772	303,680
Redeemable noncontrolling interests	25,298	18,655

	December 31, 2022	Applicable Interest Rate
	(in thousands)	
SELECTED LEVERAGE DATA:		
7.375% senior secured notes due February 2028, net of issuance costs of approximately $11.0 million (fixed rate)	$ 739,000	7.375 %

Cautionary Note Regarding Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements represent management’s current expectations and are based upon information available to Urban One at the time of this release. These forward-looking statements involve known and unknown risks, uncertainties and other factors, some of which are beyond Urban One’s control, that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially are described in Urban One’s reports on Forms 10-K, 10-K/A, 10-Q, 10-Q/A, 8-K and other filings with the Securities and Exchange Commission (the “SEC”). Urban One does not undertake any duty to update any forward-looking statements.

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Net revenue increased to approximately $132.6 million for the quarter ended December 31, 2022, from approximately $130.5 million for the same period in 2021. Net revenues from our radio broadcasting segment increased 23.8% compared to the same period in 2021. Net revenue from our radio broadcasting segment, excluding political advertising, increased 9.2% compared to the same period in 2021. Same station net revenue from our radio broadcasting segment, excluding political advertising, decreased 0.7% compared to the same period in 2021. We recognized approximately $11.9 million of revenue from our Reach Media segment during the three months ended December 31, 2022, compared to approximately $19.3 million for the same period in 2021. The Fantastic Voyage took place during the fourth quarter of 2021 and Reach Media recognized approximately $7.0 million in revenue from operating the event. We recognized approximately $49.7 million and $54.1 million of revenue from our cable television segment during the three months ended December 31, 2022, and 2021, respectively, due primarily to decreased advertising and affiliate sales. We recognized approximately $24.2 million in revenue for our digital segment during the three months ended December 31, 2022, compared to approximately $19.5 million in the same period in 2021, primarily from higher direct revenues.

The following chart indicates the sources of our net revenue for the three months ended December 31, 2022 and 2021.

	Three Months Ended December 31, 2022	2021	$Change	% Change
	(Unaudited) (in thousands)	(As Restated)		
Net Revenue:				
Radio Advertising	$ 48,542	$ 46,211	$ 2,331	5.0 %
Political Advertising	8,089	1,502	6,587	438.5 %
Digital Advertising	23,301	19,462	3,839	19.7 %
Cable Television Advertising	26,522	28,951	(2,429)	-8.4%
Cable Television Affiliate Fees	23,278	25,129	(1,851)	-7.4%
Event Revenues & Other	2,834	9,220	(6,386)	-69.3%
Net Revenue (as reported)	$ 132,566	$ 130,475	$ 2,091	1.6 %

Operating expenses, excluding depreciation and amortization, stock-based compensation and impairment of long-lived assets, decreased to approximately $104.2 million for the quarter ended December 31, 2022, down 1.4% from the approximately $105.6 million incurred for the comparable quarter in 2021. The overall operating expense decrease was driven primarily by lower programming and technical expenses, as selling, general and administrative expenses and corporate selling, general and administrative expenses were relatively flat. There was an increase of approximately $5.6 million in employee compensation expenses, $4.0 million in variable expenses, $2.2 million in travel, entertainment and office expenses, and $2.4 million in contract labor, talent costs and consulting fees. These increased expenses were partially offset by a decrease of approximately $5.3 million in content amortization, a decrease of $3.5 million in Employment Agreement award expenses, and a decrease of $6.9 million in event spending primarily related to Reach's cruise event. As a result of the acquisition and disposition of stations in Indianapolis on August 31, 2022, expenses for the cluster increased approximately $3.3 million for the three months ended December 31, 2022 compared to the same period in 2021.

Depreciation and amortization expense increased to approximately $2.6 million for the quarter ended December 31, 2022, compared to approximately $2.4 million for the quarter ended December 31, 2021.

Interest expense decreased to approximately $14.6 million for the quarter ended December 31, 2022 compared to approximately $15.9 million for the quarter ended December 31, 2021. The Company made cash interest payments of $625,000 for the quarter ended December 31, 2022, compared to cash interest payments of $187,000 for the quarter ended December 31, 2021. During the quarter ended December 31, 2022, the Company repurchased approximately $25.0 million of its 2028 Notes at an average price of approximately 86.4% of par, resulting in a net gain on retirement of debt of approximately $3.0 million for the quarter ended December 31, 2022.

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The impairment of long-lived assets for the three months ended December 31, 2022, was related to non-cash impairment charges of approximately $7.4 million for radio broadcasting licenses and approximately $2.9 million for goodwill in certain of our radio markets. The impairment of long-lived assets for the three months ended December 31, 2021, was related to a non-cash impairment charge of approximately $2.1 million associated with certain radio market broadcasting licenses.

For the three months ended December 31, 2022 and 2021, we recorded a provision for income taxes of approximately $3.9 million and $424,000, respectively. The Company paid approximately $1.1 million in taxes for the quarter ended December 31, 2022, and paid $360,000 in taxes for the quarter ended December 31, 2021.

Other income, net, was approximately $2.4 million and $2.0 million for the three months ended December 31, 2022 and 2021, respectively. We recognized other income in the amount of approximately $2.6 million and $2.0 million for the three months ended December 31, 2022 and 2021, respectively, related to our MGM investment.

Other pertinent financial information includes capital expenditures of approximately $1.5 million and $2.1 million for the quarters ended December 31, 2022 and 2021, respectively.

During the three months ended December 31, 2022, the Company did not repurchase any shares of Class A common stock and repurchased 13,577 shares of Class D common stock in the amount of $57,000. During the three months ended December 31, 2021, the Company did not repurchase any shares of Class A or Class D common stock.

The Company, in connection with its prior 2009 stock option and restricted stock plan and its current 2019 Equity and Performance Incentive Plan (the “2019 Plan”), is authorized to purchase shares of Class D common stock to satisfy employee tax obligations in connection with the vesting of share grants under the plan. There were no Stock Vest Tax Repurchases for the three months ended December 31, 2022 and during the three months ended December 31, 2021, the Company executed a Stock Vest Tax Repurchase of 2,530 shares of Class D Common Stock in the amount of $9,000.

Other Matters

On March 8, 2023, Radio One Entertainment Holdings, LLC (“ROEH”), the Company’s wholly owned subsidiary issued a put notice (the “Put Notice”) with respect to one hundred percent (100%) of its interest (the “Put Interest”) in MGM National Harbor, LLC (“MGMNH”). On April 21, 2023, ROEH closed on the sale of the Put Interest. The Company received approximately $136.8 million at the time of settlement of the Put Interest, representing the put price. During the quarter ended March 31, 2023, the Company received $8.8 million representing the Company’s annual distribution from MGMNH with respect to fiscal year 2022.

On April 11, 2023, the Company announced it had signed a definitive asset purchase agreement with Cox Media Group (“CMG”) to purchase its Houston radio cluster. Under the terms of the agreement, Urban One will acquire 93Q Country KKBQ-FM, classic rock station The Eagle 106.9 & 107.5 KHPT-FM and KGLK-FM, and Country Legends 97.1 KTHT-FM. In furtherance of the transaction, Urban One will divest stations to comply with FCC ownership regulations. The acquisition and disposition transactions are subject to FCC approval and other customary closing conditions and is anticipated to close in the third quarter of 2023. CMG and Urban One will continue to operate their respective stations until the transactions close.

Supplemental Financial Information:

For comparative purposes, the following more detailed, unaudited statements of operations for the three months and year ended December 31, 2022 and 2021 are included.

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	Three Months Ended December 31, 2022 (in thousands, unaudited)					
	Consolidated	Radio Broadcasting	Reach Media	Digital	Cable Television	All Other - Corporate/ Eliminations
STATEMENT OF OPERATIONS:						
NET REVENUE	$ 132,566	$ 47,588	$ 11,923	$ 24,172	$ 49,727	$ (844)
OPERATING EXPENSES:						
Programming and technical	36,270	10,898	4,911	5,983	14,867	(389)
Selling, general and administrative	48,670	21,059	2,445	16,255	9,403	(492)
Corporate selling, general and administrative	19,217	—	1,419	—	3,637	14,161
Stock-based compensation	1,126	193	20	32	209	672
Depreciation and amortization	2,643	934	45	328	994	342
Impairment of long-lived assets	10,328	10,328	—	—	—	—
Total operating expenses	118,254	43,412	8,840	22,598	29,110	14,294
Operating income (loss)	14,312	4,176	3,083	1,574	20,617	(15,138)
INTEREST INCOME	465	—	—	—	—	465
INTEREST EXPENSE	14,628	50	—	76	1,919	12,583
GAIN ON RETIREMENT OF DEBT	(3,026)	—	—	—	—	(3,026)
OTHER (INCOME) EXPENSE, net	(2,351)	489	—	(266)	—	(2,574)
Income (loss) before provision for (benefit from) income taxes and noncontrolling interest in income of subsidiaries	5,526	3,637	3,083	1,764	18,698	(21,656)
PROVISION FOR (BENEFIT FROM) INCOME TAXES	3,875	11,108	(227)	1,448	489	(8,943)
NET INCOME (LOSS)	1,651	(7,471)	3,310	316	18,209	(12,713)
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	795	—	—	—	—	795
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 856	$ (7,471)	$ 3,310	$ 316	$ 18,209	$ (13,508)
Adjusted EBITDA[2]	$ 31,740	$ 15,747	$ 3,088	$ 1,934	$ 21,820	$ (10,849)

	Three Months Ended December 31, 2021 (in thousands, unaudited, as restated)					
	Consolidated	Radio Broadcasting	Reach Media	Digital	Cable Television	All Other - Corporate / Eliminations
STATEMENT OF OPERATIONS:						
NET REVENUE	$ 130,475	$ 38,453	$ 19,268	$ 19,472	$ 54,140	$ (858)
OPERATING EXPENSES:						
Programming and technical	38,243	9,947	4,733	4,246	19,695	(378)
Selling, general and administrative	48,097	17,243	9,145	12,003	10,170	(464)
Corporate selling, general and administrative	19,293	—	1,576	1	2,935	14,781
Stock-based compensation	87	6	—	—	37	44
Depreciation and amortization	2,364	800	48	319	939	258
Impairment of long-lived assets	2,104	2,104	—	—	—	—
Total operating expenses	110,188	30,100	15,502	16,569	33,776	14,241
Operating income (loss)	20,287	8,353	3,766	2,903	20,364	(15,099)
INTEREST INCOME	33	—	—	—	—	33
INTEREST EXPENSE	15,908	44	—	79	1,919	13,866
OTHER (INCOME) EXPENSE, net	(1,968)	28	—	—	—	(1,996)
Income (loss) before provision for (benefit from) income taxes and noncontrolling interest in income of subsidiaries	6,380	8,281	3,766	2,824	18,445	(26,936)
PROVISION FOR (BENEFIT FROM) INCOME TAXES	424	4,668	1,026	—	3,415	(8,685)
NET INCOME (LOSS)	5,956	3,613	2,740	2,824	15,030	(18,251)
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	670	—	—	—	—	670
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 5,286	$ 3,613	$ 2,740	$ 2,824	$ 15,030	$ (18,921)
Adjusted EBITDA[2]	$ 32,487	$ 11,506	$ 3,816	$ 3,222	$ 21,340	$ (7,397)

	Year Ended December 31, 2022 (in thousands, unaudited)					
	Consolidated	Radio Broadcasting	Reach Media	Digital	Cable Television	All Other - Corporate/ Eliminations
STATEMENT OF OPERATIONS:						
NET REVENUE	$ 484,604	$ 156,678	$ 43,117	$ 78,526	$ 209,871	$ (3,588)
OPERATING EXPENSES:						
Programming and technical	122,629	38,695	15,752	15,588	54,131	(1,537)
Selling, general and administrative	159,991	70,059	8,503	41,132	42,384	(2,087)
Corporate selling, general and administrative	49,985	—	3,403	7	8,063	38,512
Stock-based compensation	6,595	198	586	33	842	4,936
Depreciation and amortization	10,034	3,411	188	1,323	3,847	1,265
Impairment of long-lived assets	40,683	40,683	—	—	—	—
Total operating expenses	389,917	153,046	28,432	58,083	109,267	41,089
Operating income (loss)	94,687	3,632	14,685	20,443	100,604	(44,677)
INTEREST INCOME	939	—	—	—	—	939
INTEREST EXPENSE	61,751	198	—	314	7,675	53,564
GAIN ON RETIREMENT OF DEBT	(6,718)	—	—	—	—	(6,718)
OTHER (INCOME) EXPENSE, net	(16,083)	617	—	(266)	—	(16,434)
Income (loss) before provision for (benefit from) income taxes and noncontrolling interest in income of subsidiaries	56,676	2,817	14,685	20,395	92,929	(74,150)
PROVISION FOR (BENEFIT FROM) INCOME TAXES	16,721	9,543	3,746	1,448	22,969	(20,985)
NET INCOME (LOSS)	39,955	(6,726)	10,939	18,947	69,960	(53,165)
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	2,626	—	—	—	—	2,626
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 37,329	$ (6,726)	$ 10,939	$ 18,947	$ 69,960	$ (55,791)
Adjusted EBITDA[2]	$ 165,592	$ 48,169	$ 15,399	$ 21,804	$ 105,293	$ (25,073)

	Year Ended December 31, 2021 (in thousands, unaudited, as restated)					
	Consolidated	Radio Broadcasting	Reach Media	Digital	Cable Television	All Other - Corporate/ Eliminations
STATEMENT OF OPERATIONS:						
NET REVENUE	$ 440,285	$ 140,246	$ 46,437	$ 59,937	$ 197,003	$ (3,338)
OPERATING EXPENSES:						
Programming and technical	119,072	36,243	14,965	12,307	57,016	(1,459)
Selling, general and administrative	141,979	61,969	14,491	30,388	36,989	(1,858)
Corporate selling, general and administrative	50,837	—	3,455	3	7,756	39,623
Stock-based compensation	565	38	—	—	111	416
Depreciation and amortization	9,289	3,135	208	1,264	3,738	944
Impairment of long-lived assets	2,104	2,104	—	—	—	—
Total operating expenses	323,846	103,489	33,119	43,962	105,610	37,666
Operating income (loss)	116,439	36,757	13,318	15,975	91,393	(41,004)
INTEREST INCOME	218	—	—	—	—	218
INTEREST EXPENSE	65,702	174	—	316	7,676	57,536
LOSS ON RETIREMENT OF DEBT	6,949	—	—	—	—	6,949
OTHER INCOME, net	(8,134)	(392)	—	—	—	(7,742)
Income (loss) before provision for (benefit from) income taxes and noncontrolling interest in income of subsidiaries	52,140	36,975	13,318	15,659	83,717	(97,529)
PROVISION FOR (BENEFIT FROM) INCOME TAXES	13,034	12,155	3,573	—	20,815	(23,509)
NET INCOME (LOSS)	39,106	24,820	9,745	15,659	62,902	(74,020)
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	2,315	—	—	—	—	2,315
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 36,791	$ 24,820	$ 9,745	$ 15,659	$ 62,902	$ (76,335)
Adjusted EBITDA[2]	$ 150,222	$ 42,518	$ 13,587	$ 17,571	$ 95,358	$ (18,812)

Urban One, Inc. will hold a conference call to discuss its results for the fourth fiscal quarter of 2022. The conference call is scheduled for Friday, July 07, 2023 at 10:00 a.m. EDT. To participate on this call, U.S. callers may dial toll-free 1-844-291-6355; international callers may dial direct (+1) 234-720-6988. The Access Code is 9870371.

A replay of the conference call will be available from 1:00 p.m. EDT July 07, 2023 until 12:00 a.m. EDT July 14, 2023. Callers may access the replay by calling 1-866-207-1041; international callers may dial direct (+1) 402-970-0847. The replay Access Code is 8019907.

Access to live audio and a replay of the conference call will also be available on Urban One's corporate website at www.urban1.com. The replay will be made available on the website for seven days after the call.

Urban One, Inc. (urban1.com), together with its subsidiaries, is the largest diversified media company that primarily targets Black Americans and urban consumers in the United States. The Company owns **TV One, LLC** (tvone.tv), a television network serving more than 59 million households, offering a broad range of original programming, classic series and movies designed to entertain, inform and inspire a diverse audience of adult Black viewers. As of December 31, 2022, we owned and/or operated 66 independently formatted, revenue producing broadcast stations (including 55 FM or AM stations, 9 HD stations, and the 2 low power television stations we operate) branded under the tradename "Radio One" in 13 urban markets in the United States. Through its controlling interest in **Reach Media, Inc.** (blackamericaweb.com), the Company also operates syndicated programming including *the Rickey Smiley Morning Show, the Russ Parr Morning Show and the DL Hughley Show.* In addition to its radio and television broadcast assets, Urban One owns **iOne Digital (**ionedigital.com**)**, our wholly owned digital platform serving the African American community through social content, news, information, and entertainment websites, including its Cassius, Bossip, HipHopWired and MadameNoire digital platforms and brands. Through our national multi-media operations, we provide advertisers with a unique and powerful delivery mechanism to the African American and urban audiences.

Notes:

1 "Broadcast and digital operating income" consists of net (loss) income before depreciation and amortization, corporate selling, general and administrative expenses, stock-based compensation, income taxes, noncontrolling interest in income (loss) of subsidiaries, interest expense, impairment of long-lived assets, other (income) expense, loss (gain) on retirement of debt, and interest income. Broadcast and digital operating income is not a measure of financial performance under generally accepted accounting principles. Nevertheless, broadcast and digital operating income is a significant measure used by our management to evaluate the operating performance of our core operating segments. Broadcast and digital operating income provides helpful information about our results of operations, apart from expenses associated with our fixed assets and long-lived intangible assets, income taxes, investments, impairment charges, debt financings and retirements, corporate overhead and stock-based compensation. Our measure of broadcast and digital operating income is similar to industry use of station operating income; however, it reflects our more diverse business and therefore is not completely analogous to "station operating income" or other similarly titled measures used by other companies. Broadcast and digital operating income does not purport to represent operating income or loss, or cash flow from operating activities, as those terms are defined under generally accepted accounting principles and should not be considered as an alternative to those measurements as an indicator of our performance. A reconciliation of net income (loss) to broadcast and digital operating income has been provided in this release.

2 “Adjusted EBITDA” consists of net income (loss) plus (1) depreciation, amortization, income taxes, interest expense, noncontrolling interest in (loss) income of subsidiaries, impairment of long-lived assets, stock-based compensation, (gain) loss on retirement of debt, Employment Agreement Award expenses and other compensation, contingent consideration from acquisition, corporate development costs, severance-related costs, investment income, less (2) other income and interest income. Net income before interest income, interest expense, income taxes, depreciation and amortization is commonly referred to in our business as “EBITDA.” Adjusted EBITDA and EBITDA are not measures of financial performance under generally accepted accounting principles. We believe Adjusted EBITDA is often a useful measure of a company’s operating performance and is a significant measure used by our management to evaluate the operating performance of our business. Accordingly, based on the previous description of Adjusted EBITDA, we believe that it provides useful information about the operating performance of our business, apart from the expenses associated with our fixed assets and long-lived intangible assets or capital structure. Adjusted EBITDA is frequently used as one of the measures for comparing businesses in the broadcasting industry, although our measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, including, but not limited to the fact that our definition includes the results of all four segments (radio broadcasting, Reach Media, digital and cable television). Adjusted EBITDA and EBITDA do not purport to represent operating income or cash flow from operating activities, as those terms are defined under generally accepted accounting principles, and should not be considered as alternatives to those measurements as an indicator of our performance. A reconciliation of net income (loss) to EBITDA and Adjusted EBITDA has been provided in this release.

3 For the three months ended December 31, 2022 and 2021, Urban One had 47,114,178 and 51,206,358 shares of common stock outstanding on a weighted average basis (basic), respectively. For the year ended December 31, 2022 and 2021, Urban One had 48,928,063 and 50,163,600 shares of common stock outstanding on a weighted average basis (basic), respectively.

4 For the three months ended December 31, 2022 and 2021, Urban One had 49,941,335 and 55,084,927 shares of common stock outstanding on a weighted average basis (fully diluted for outstanding stock awards), respectively. For the year ended December 31, 2022 and 2021, Urban One had 52,174,337 and 54,136,641 shares of common stock outstanding on a weighted average basis (fully diluted for outstanding stock awards), respectively.