

**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* <u>LIGGINS ALFRED C</u>  (Last) (First) (Middle)  (Street)  (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) <input type="checkbox"/> Other (specify below)  <u>CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**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	09/27/2022		A		336,602 <sup>(1)</sup>	A	\$0	12,453,245	D	
Class D Common Stock	09/27/2022		F		128,212	D	\$4.23	12,325,033 <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	Amount or Number of Shares				
Restricted Stock Units (Class D)	\$0	09/27/2022		A		468,750		01/05/2025	<sup>(2)</sup>	Class A Common Stock	468,750	\$0	468,750	D	
Stock Option (Class D)	\$4.23	09/27/2022		A		169,503		09/27/2022	09/26/2032	Class D Common Stock	169,503	\$0	2,049,149	D	
Stock Option (Class D)	\$4.23	09/27/2022		A		156,250		01/05/2025	09/26/2032	Class D Common Stock	156,250	\$0	2,205,399	D	

**Explanation of Responses:**

- Award vested immediately upon pricing.
- No expiration date.
- 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 the Class A RSUs reported herein); (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) 3,526,627 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 foot note)
- (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 the derivative securities reported in Table II.

Karen Wishart, Attorney-in-Face 09/29/2022

\*\* 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.