

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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) <u>1010 WAYNE AVENUE</u> <u>14TH FLOOR</u>  (Street) <u>SILVER SPRING MD 20910</u>  (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;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/01/2018</u>		

**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 <sup>(1)</sup>	06/01/2018		M		1,150,000	A	\$1.41	15,093,799	D	
Class D Common Stock	06/01/2018		F <sup>(2)</sup>		944,245	D	\$2	14,149,554	D	
Class D Common Stock	06/01/2018		J <sup>(3)</sup>		205,755	D	\$2	13,943,799 <sup>(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
Options	\$1.41	06/01/2018		M		1,150,000		06/05/2008	06/05/2018	Class D Common Stock	1,150,000	\$0.00	0	D	

**Explanation of Responses:**

- This Form 4/A is being filed to add the line reporting the acquisition of 1,150,000 shares of Class D Common Stock upon the exercise of the reported stock option prior to disposition of the shares to the issuer in two previously reported transactions.
- Represents shares tendered to the issuer in payment of stock option exercise price and to satisfy withholding obligations.
- Represents a disposition of the shares to the issuer in exchange for cash at the fair market value of \$2.00 per share on the date of repurchase by issuer.
- The total represents all shares held by the reporting person across all classes of Urban One Inc. stock, Classes A, B, C and D. The reporting person beneficially owns a total of 13,943,799 shares of Radio One, Inc. stock as follows: (1) 558,309 shares of Class A common stock held by Alfred C. Liggins; (2) 16,600 shares of Class A common stock held by the Alfred C Liggins Revocable Trust; (3) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (4) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust; (5) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (6) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (7) becomes 9,817,208 Class D Shares, including 920,059 shares of Class D common stock obtainable upon the exercise of stock options. More information on Mr. Liggins ownership is included in our most recent proxy filed April 30, 2018.

**Remarks:**

Karen Wishart, Attorney-In-Fact 08/15/2018

\*\* 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.