SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* **SEMLER ERIC** (Last) (First) (Middle) C/O TCS CAPITAL MANAGEMENT, LLC 142 WEST 57TH STREET, 11TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/29/2020	3. Issuer Name **and** Ticker or Trading Symbol **URBAN ONE, INC.** [UONE]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
Director **X** 10% Owner Officer (give title below) Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person **X** Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, $0.001 par value[1][2]	478,768	I	By TCS Capital Advisors, LLC[3]
Class D Common Stock, $0.001 par value[1][2]	2,002,386	I	By TCS Capital Advisors, LLC[3]

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*   **SEMLER ERIC**   (Last)   (First)   (Middle)   C/O TCS CAPITAL MANAGEMENT, LLC   142 WEST 57TH STREET, 11TH FLOOR   (Street)   NEW YORK   NY   10019   (City)   (State)   (Zip)

1. Name and Address of Reporting Person*   **TCS CAPITAL MANAGEMENT LLC**   (Last)   (First)   (Middle)   142 WEST 57TH STREET   11TH FLOOR   (Street)   NEW YORK   NY   10019

(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

TCS Capital Advisors, LLC

(Last)	(First)	(Middle)

142 WEST 57TH STREET

11TH FLOOR

(Street)

NEW YORK	**NY**	**10019**
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 3 is filed jointly by TCS Capital Management, LLC ("TCS Management"), TCS Capital Advisors, LLC ("TCS Advisors") and Eric Semler (collectively, the "Reporting Persons").

2. Each Reporting Person may be deemed to be a member of a "group" that owns more than 10% of the Issuer's outstanding shares of Class A Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

3. Securities held directly by TCS Advisors. TCS Management, as the investment advisor of TCS Advisors, may be deemed to beneficially own the securities held directly by TCS Advisors. Mr. Semler, as the managing member of TCS Management, may be deemed to beneficially own the securities held directly by TCS Advisors.

/s/ Eric Semler	01/26/2021
TCS Capital Management, LLC, By: /s/ Eric Semler, Managing Member	01/26/2021
TCS Capital Advisors, LLC, By: /s/ Eric Semler, Managing Member	01/26/2021
** 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 5 (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.