

**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) Other (specify below)  <b>CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/26/2020</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class D Common Stock	06/26/2020		G		6,970	D	\$0 <sup>(1)</sup>	15,668,324 <sup>(2)(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					

**Explanation of Responses:**

- This is a filing to disclose a transaction involving a bona fide gift of securities by the reporting person. Price is not applicable to dispositions resulting from bona fide gifts.
- 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 Urban One, Inc. stock as follows: (1) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (2) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (3) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (4) 15,605 shares of Class C common stock held by the Hughes-Liggins Co., LLC; (5) 3,318,237 shares of Class D common stock held by Alfred C. Liggins; (6) 3,896,734 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (7) 3,012,237 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (8) 1,519,128 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust UA; (cont.)
- (9) 338,808 shares of Class D common stock held by the Dynastic Trust U/A/D; and (10) 31,499 shares of Class D common stock held by the Hughes-Liggins Co., LLC. More information on Mr. Liggins' ownership is included in our most recent proxy filed on April 30, 2021.
- This total excludes the number of stock options held. More information on Mr. Liggins' ownership is included in our most recent proxy filed on April 30, 2021

Karen Wishart 04/30/2021  
\*\* 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 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.