

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q     Form 10-D  
 Form N-CEN     Form N-CSR

For Period Ended: March 31, 2024

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q

For the Transition Period  
Ended: \_\_\_\_\_

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

**Urban One, Inc.**

Full Name of Registrant

N.A.

Former Name if Applicable

1010 Wayne Avenue, 14<sup>th</sup> Floor

Address of Principal Executive Office (*Street and Number*)

Silver Spring, Maryland 20910

City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

### **PART III — NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CEN, or the transition report or portion thereof, could not be filed within the prescribed time period.

On March 14, 2024, Urban One, Inc. (the “Registrant” or “Company”) has determined that it is unable to file with the Securities and Exchange Commission (the “SEC”) its Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the “Form 10-K”), within the prescribed time period without unreasonable effort or expense due to the reasons described below. The Company is continuing to work diligently to file its Form 10-K as soon as possible and expects to be in a position to file the Form 10-K by May 31, 2024. Additional time is needed for the Company to compile and analyze supporting documentation in order to complete the Form 10-K and in order to permit the Company’s independent registered public accounting firm to complete its audits of the consolidated financial statements and internal control over financial reporting included in the Form 10-K.

The Company expects its auditor will issue an unqualified opinion on the consolidated financial statements. The Company has identified material weaknesses in the Company’s internal control over financial reporting and as a result, expects some of its internal controls over financial reporting and disclosure controls will be ineffective as of December 31, 2023. The Annual Report on Form 10-K for the year ended December 31, 2023 will describe these material weaknesses, and the Company is implementing plans to remediate them.

The Company does not anticipate any changes to its previously audited financial statements, nor does the Company expect to report financial results for the fourth quarter and full year ended December 31, 2023 that are materially different from the financial guidance range previously provided by the Company during its third quarter earnings call.

Due to the Company’s continued efforts in connection with the preparation of the 2023 Form 10-K and continued assessment of its internal controls, the Company is not able to finalize the financial statements and related information for inclusion in its quarterly report on Form 10-Q for the quarter ended March 31, 2024 (“2024 Q1 Form 10-Q”). Accordingly, the Company is unable to file its 2024 Q1 Form 10-Q within the prescribed time period.

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**PART IV — OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Peter D. Thompson                      301                      429-4638  
(Name)                                      (Area Code)                                      (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Form 10-K for the year ended December 31, 2023                                       Yes     No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes     No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Urban One, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 10, 2024                                      /s/ Peter D. Thompson  
Peter D. Thompson  
Executive Vice President and Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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