

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0362 |
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>RADIO ONE, INC. [ROIA/ROIAK]</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) <p style="text-align: center;">CEO</p> |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2014</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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Class D Common Stock | 03/17/2014 | 03/17/2014 | G | 435,757 | A | \$0.00 | 0 ⁽¹⁾⁽²⁾ | D | |
| Class D Common Stock | 03/17/2014 | 03/17/2014 | G | 435,757 | D | \$0.00 | 0 ⁽¹⁾⁽²⁾ | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. The total represents all shares held by the reporting person across all classes of Radio One Inc. stock, Classes A, B, C and D. The reporting person beneficially owns a total of 14,714,930 shares of Radio One, Inc. stock as follows: (1) 574,909 shares of Class A common stock held by Alfred C. Liggins; (2) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (3) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (4) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (5) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (6) 2,870,614 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (7) 1,221,823 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 Trust UA;

2. continued: (9) 31,499 shares of Class D common stock held by the Hughes-Liggins Co. LLC; (10) 2,295,276 shares of Class D common stock held by Alfred C. Liggins; (11) 913,000 shares of Restricted Class D common stock granted in connection with the terms of his new employment terms as reported on Form 8K on October 6, 2014; and (12) options to purchase 1,737,000 shares of Class D common stock held by Alfred C. Liggins, includes 587,000 with an exercise price of \$2.75 granted in connection with the terms of his new employment terms as reported on Form 8K on October 6, 2014.

Remarks:

435,757 shares gifted by Catherine L Hughes to Alfred C. Liggins 435,757 shares gifted by Alfred C. Liggins to Howard University

Linda J. Vilardo, Attorney-In-Fact 02/13/2015

** 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.