

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934

Radio One, Inc.

-----  
(Exact name of registrant as specified in its charter)

Delaware

52-1166660

-----  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

5900 Princess Garden Parkway, 8th Floor, Lanham, MD

20706

-----  
(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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None

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:  
333-74351  
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Securities to be registered pursuant to Section 12(g) of the Act:

Class A Common Stock, par value \$0.001 per share

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(Title of Class)

Item 1. Description of Registrant's Securities to be Registered:

- - - - -

A complete description of the Class A Common Stock, par value \$0.001 per share, of Radio One, Inc. (the "Registrant"), which is to be registered hereunder is contained under the caption "Description of Capital Stock" in the Prospectus which constitutes part of the Registrant's Registration Statement on Amendment No. 4 to Form S-1 (File No. 333-74351) filed by the Registrant with the Securities and Exchange Commission on May \_\_, 1999, as amended from time to time. Such description is hereby incorporated by reference.

Item 2. Exhibits

- - - - -

Exhibit No.	Description
- - - - -	- - - - -
3.1/(1)/	Certificate of Incorporation of Radio One, Inc.
3.2/(1)/	Amended and Restated By-laws of Radio One, Inc.
4.1	Specimen Certificate for shares of Class A Common Stock, \$0.001 par value, of Radio One, Inc.

(1) Previously filed with Radio One's Registration Statement on Form S-1 filed on March 12, 1999 (File No. 333-74351; Film No. 99564316).

SIGNATURE

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

RADIO ONE, INC.

By: /s/ Alfred C. Liggins, III

\_\_\_\_\_  
Name: Alfred C. Liggins, III  
Title: President and  
Chief Executive Officer

Date: May 4, 1999

EXHIBIT INDEX

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NUMBER [RADIO ONE LOGO APPEARS HERE] SHARES  
-----  
CSA- RADIO ONE THE URBAN RADIO SPECIALIST -----  
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RADIO ONE, INC.

INCORPORATED UNDER THE LAWS  
OF THE STATE OF DELAWARE

SEE REVERSE FOR  
CERTAIN DEFINITIONS

CUSIP 75040P 10 8

THIS IS TO CERTIFY THAT

IS THE OWNER OF

FULLY-PAID AND NON-ASSESSABLE SHARES OF THE CLASS A  
COMMON STOCK OF THE PAR VALUE OF \$.001 EACH OF

----- RADIO ONE, INC. -----

CERTIFICATE OF STOCK

(hereinafter called the "Corporation") transferable on the books of the Corporation by said owner in person or by duly authorized attorney, upon surrender of the certificate property endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all the provisions of the Certificate of Incorporation and all amendments thereto, copies of which are on file at the office of the Transfer Agent, and the holder hereof, by acceptance of this certificate, consents to and agrees to be bound by all of said provisions. This certificate is not valid unless countersigned by the Transfer Agent.

Witness, the facsimile seal of the Corporation and the signatures of its duly authorized officers.

Dated:  
  
/s/ Catherine L. Hughes  
SECRETARY  
  
/s/ Alfred C. Liggins, III  
PRESIDENT  
& CHIEF EXECUTIVE OFFICER

RADIO ONE, INC. CORPORATE SEAL 1996  
DELAWARE

The Corporation has more than one class of stock authorized to be issued. The Corporation will furnish without charge to each stockholder upon written request a copy of the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class of stock (and any series thereof) authorized to be issued by the Corporation as set forth in the Certificate of Incorporation and amendments thereto filed with the Secretary of State of the State of Delaware.

-----  
The following abbreviations, when used in the inscription of the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common  
TEN ENT - as tenants by the entireties  
JT TEN - as joint tenants with right of survivorship and not as tenants in common  
UNIF GIFT MIN ACT - (Cust) \_\_\_\_\_ Custodian (Minor) \_\_\_\_\_ under Uniform Gifts to Minors Act (State) \_\_\_\_\_  
Additional Abbreviations may also be used though not in the above list.

-----  
For Value Received, \_\_\_\_\_ hereby sell, assign and transfer unto

Please Insert Social Security or Other Identifying Number of Assignee

[\_\_\_\_\_]

(Please print or typewrite name and address of assignee) \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

\_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

NOTICE: The signature on this assignment must correspond with the name as written upon the face of the certificate in every particular, without alteration or enlargement or any change whatever.

X \_\_\_\_\_  
(owner sign here)

SIGNATURES GUARANTEED: \_\_\_\_\_

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULES 17Ad-15.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.