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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

**Date of Report: March 16, 2005**  
(Date of earliest event reported)

**Commission File No.: 0-25969**

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## RADIO ONE, INC.

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-1166660**  
(I.R.S. Employer  
Identification No.)

**5900 Princess Garden Parkway,  
7th Floor  
Lanham, Maryland 20706**  
(Address of principal executive offices)

**(301) 306-1111**  
Registrant's telephone number, including area code

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02. Results of Operations and Financial Condition.**

On March 16, 2005, Radio One, Inc. ("Radio One") issued a press release revising upward its guidance for the first quarter of 2005. On April 5, 2005, Radio One issued a press release announcing its first quarter earnings conference call and revising upward its guidance for the first quarter of 2005. The press releases are furnished as Exhibits 99.1 and 99.2 hereto, respectively, and incorporated herein by reference.

We are furnishing the information contained in this report, including the Exhibits, pursuant to "Item 2.02 Results of Operations and Financial Condition" of Form 8-K promulgated by the Securities and Exchange Commission ("SEC"). This information shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Exchange Act. By filing this report on Form 8-K and furnishing this information, we make no admission as to the materiality of any information in this report, including the Exhibits.

**ITEM 9.01. Financial Statements and Exhibits.****(c) Exhibits**

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated March 16, 2005: Radio One, Inc. Updates Guidance for the First Quarter of 2005; Company Also Provides an Early Look at Second Quarter Performance.
99.2	Press release dated April 5, 2005: Radio One, Inc. Announces 2005 First Quarter Results Conference Call and Guidance Update.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RADIO ONE, INC.

/s/ Scott R. Royster

April 7, 2005

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Scott R. Royster  
Executive Vice President and Chief Financial Officer  
(Principal Accounting Officer)

# NEWS RELEASE

March 16, 2005  
**FOR IMMEDIATE RELEASE**

Contact: Scott R. Royster, EVP & CFO  
 301-429-2642

**RADIO ONE, INC.**  
**UPDATES GUIDANCE FOR THE FIRST QUARTER OF 2005**

*COMPANY ALSO PROVIDES AN EARLY LOOK AT SECOND QUARTER PERFORMANCE*

**Washington, DC** - Radio One, Inc. ("Radio One" or the "Company") (NASDAQ: ROIAK and ROIA) announced today that it is revising upward its guidance for the first quarter of 2005. The Company now expects to report net broadcast revenue growth of at least 4% for the quarter, and station operating income growth in the low-single digit percentage range. Including one month of financial results for Reach Media, Inc., which the Company acquired 51% of at the end of February 2005, the Company expects to report net broadcast revenue growth of at least 8% for the quarter, and station operating income growth in the mid-single digit percentage range. Also, based on current trends, and not including any results from Reach Media, the Company expects net broadcast revenue in the second quarter of 2005 to increase in the mid-single digit percentage range from the second quarter of 2004.

Commenting on this new guidance, Scott R. Royster, the Company's Executive Vice President and CFO stated, "We have seen a marked improvement in business over the past month. Our net broadcast revenue outperformed our markets by over 300 basis points in February and we feel very good about how March is shaping up. In addition, the second quarter appears to be off to a good start and we are excited to now have Reach Media as part of the Radio One family. Our national business is improving and we have made important strategic and operational changes in some of our markets that are either starting to bear fruit or that we expect will be beneficial to us later in the year."

Radio One, Inc. ([www.radio-one.com](http://www.radio-one.com)) is the nation's seventh largest radio broadcasting company (based on 2004 net broadcast revenue) and the largest company that primarily targets African-American and urban listeners. Radio One owns and/or operates 69 radio stations located in 22 urban markets in the United States and reaches more than 13 million listeners every week. Radio One also owns approximately 36% of TV One, LLC, an African-American targeted cable network, which is a joint venture with Comcast Corporation and DIRECTV. Additionally, Radio One programs "XM 169 The POWER" on XM Satellite Radio and recently acquired 51% of Reach Media, Inc., owner of the Tom Joyner Morning Show and other businesses associated with Tom Joyner, a leading urban media personality.

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Because these statements apply to future events, they are subject to risks and uncertainties that could cause actual results to differ materially, including the absence of a combined operating history with an acquired company or radio station and the potential inability to integrate acquired businesses, seasonal nature of the business, granting of rights to acquire certain portions of the acquired company's or radio station's operations, market ratings, variable economic conditions and consumer tastes, as well as restrictions imposed by existing debt and future payment obligations and agreed upon conditions to closing. Important factors that could cause actual results to differ materially are described in Radio One's reports on Forms 10-K and 10-Q and other filings with the Securities and Exchange Commission.

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# NEWS RELEASE

April 5, 2005  
FOR IMMEDIATE RELEASE

Contact: Scott R. Royster, EVP & CFO  
301-429-2642

## **RADIO ONE, INC. ANNOUNCES 2005 First Quarter Results Conference Call and Guidance Update**

**Washington, DC** - Radio One, Inc. (NASDAQ: ROIAK and ROIA) will be holding a conference call for investors, analysts and other interested parties to discuss its results for the first fiscal quarter of 2005. The conference call is scheduled for Thursday, May 5, 2005 at 10:00 a.m. Eastern Time. Interested parties should call 612-332-1025 approximately ten minutes prior to the scheduled time of the call and reference the "Radio One 2005 First Quarter Results Conference Call." The conference call will be recorded and made available for replay from 1:30 p.m. the day of the call until 11:59 p.m. Eastern Time the following day. Interested parties may listen to the replay by calling 320-365-3844.

Access to live audio and a replay of the conference call will also be available on Radio One's corporate website at [www.radio-one.com](http://www.radio-one.com). The replay will be made available on the website for seven business days after the call.

For the second time in under a month, the Company is revising upwards its guidance for the first quarter of 2005. The Company now expects to report first quarter net broadcast revenue growth of 5-6% and station operating income growth in the mid-single digit percentage range. This guidance excludes the financial results of Reach Media, Inc. Commenting on this revision, Scott R. Royster, the Company's Executive Vice President and CFO stated, "The last two weeks of March were two of the strongest last two weeks of a month we have seen in a long, long time. Radio One saw its net broadcast revenue (before taking into account the impact of its acquisition of Reach Media) grow in excess of 10% in March, capping off a successful first quarter. We feel good about our prospects based on current business conditions."

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