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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* BlueMountain Capital Management, LLC			2. Issuer Name and Ticker or Trading Symbol RADIO ONE, INC. [ROIAK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/12/2012			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
280 PARK AVENUE 5TH FLOOR EAST			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
NEW YORK	NY	10017						
(City)	(State)	(Zip)						

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 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	11/12/2012		P		18,445	A	\$0.83	2,441,563	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁹⁾	11/12/2012		P		6,577	A	\$0.83	823,850	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾	11/12/2012		P		834	A	\$0.83	129,534	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹¹⁾	11/12/2012		P		738	A	\$0.83	114,588	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾	11/12/2012		P		26,594	A	\$0.83	4,173,675	I	See Explanations and Responses
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽¹²⁾⁽¹⁶⁾	06/21/2013		S		1,146	D	\$2.3575	2,863,556	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁴⁾⁽¹⁸⁾	06/21/2013		S		124	D	\$2.3575	309,677	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁹⁾⁽¹³⁾⁽¹⁷⁾	06/21/2013		S		409	D	\$2.3575	1,020,919	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁵⁾⁽¹⁹⁾	06/21/2013		S		124	D	\$2.3575	309,477	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽²⁰⁾	06/21/2013		S		52	D	\$2.3575	129,482	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽²¹⁾	06/21/2013		S		99	D	\$2.3575	247,746	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹¹⁾⁽²²⁾	06/21/2013		S		46	D	\$2.3575	114,542	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁵⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾⁽²¹⁾⁽²²⁾	06/21/2013		S		2,000	D	\$2.3575	4,995,399	I	See Explanations and Responses
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽¹²⁾⁽¹⁶⁾	06/21/2013		S		229	D	\$2.36	2,863,327	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁴⁾⁽¹⁸⁾	06/21/2013		S		25	D	\$2.36	309,652	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁹⁾⁽¹³⁾⁽¹⁷⁾	06/21/2013		S		82	D	\$2.36	1,020,837	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁵⁾⁽¹⁹⁾	06/21/2013		S		25	D	\$2.36	309,652	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽²⁰⁾	06/21/2013		S		10	D	\$2.36	129,472	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽²¹⁾	06/21/2013		S		20	D	\$2.36	247,726	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹¹⁾⁽²²⁾	06/21/2013		S		9	D	\$2.36	114,533	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁵⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾⁽²¹⁾⁽²²⁾	06/21/2013		S		400	D	\$2.36	4,994,999	I	See Explanations and Responses
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽¹²⁾⁽¹⁶⁾⁽²³⁾	06/24/2013		S		80,254	D	\$2.3	2,783,073	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁴⁾⁽¹⁸⁾⁽²⁵⁾	06/24/2013		S		8,679	D	\$2.3	300,973	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁹⁾⁽¹³⁾⁽¹⁷⁾⁽²⁴⁾	06/24/2013		S		28,612	D	\$2.3	992,225	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁵⁾⁽¹⁹⁾⁽²⁶⁾	06/24/2013		S		8,673	D	\$2.3	300,779	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽²⁰⁾⁽²⁷⁾	06/24/2013		S		3,629	D	\$2.3	125,843	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽²¹⁾⁽²⁸⁾	06/24/2013		S		6,943	D	\$2.3	240,783	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹¹⁾⁽²²⁾⁽²⁹⁾	06/24/2013		S		3,210	D	\$2.3	111,323	D	

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 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁵⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾⁽²¹⁾⁽²²⁾⁽²³⁾⁽²⁴⁾⁽²⁵⁾⁽²⁶⁾⁽²⁷⁾⁽²⁸⁾⁽²⁹⁾	06/24/2013		S		140,000	D	\$2.3	4,854,999	I	See Explanations and Responses

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						Title
Equity Total Return Swap	(30)	03/25/2013		J/K		423,139		(30)	06/25/2013	Class D Common Stock	423,139	\$1.68	2,864,702	D	
Equity Total Return Swap	(30)	03/25/2013		J/K		197,478		(30)	06/25/2013	Class D Common Stock	197,478	\$1.68	1,021,328	D	
Equity Total Return Swap	(30)	03/25/2013		J/K		126,941		(30)	06/25/2013	Class D Common Stock	126,941	\$1.68	309,801	D	
Equity Total Return Swap	(30)	03/25/2013		J/K		76,166		(30)	06/25/2013	Class D Common Stock	76,166	\$1.68	309,601	D	
Equity Total Return Swap	(30)	03/25/2013		J/K		823,724		(30)	06/25/2013	Class D Common Stock	823,724	\$1.68	4,997,399	I	See explanation and responses

1. Name and Address of Reporting Person*
[BlueMountain Capital Management, LLC](#)

 (Last) (First) (Middle)
 280 PARK AVENUE
 5TH FLOOR EAST

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[Blue Mountain Credit Alternatives Master Fund L.P.](#)

 (Last) (First) (Middle)
 280 PARK AVENUE
 5TH FLOOR EAST

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[Blue Mountain CA Master Fund GP, Ltd.](#)

 (Last) (First) (Middle)
 280 PARK AVENUE
 5TH FLOOR EAST

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[BlueMountain Long/Short Credit Master Fund L.P.](#)

 (Last) (First) (Middle)
 280 PARK AVENUE
 5TH FLOOR EAST

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BlueMountain Long/Short Credit GP, LLC		
(Last)	(First)	(Middle)
280 PARK AVENUE 5TH FLOOR EAST		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BlueMountain Timberline Ltd.		
(Last)	(First)	(Middle)
280 PARK AVENUE 5TH FLOOR EAST		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BlueMountain Equity Alternatives Master Fund L.P.		
(Last)	(First)	(Middle)
280 PARK AVENUE 5TH FLOOR EAST		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BlueMountain Equity GP, LLC		
(Last)	(First)	(Middle)
280 PARK AVENUE 5TH FLOOR EAST		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BlueMountain Kicking Horse Fund L.P.		
(Last)	(First)	(Middle)
280 PARK AVENUE 5TH FLOOR EAST		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BlueMountain Kicking Horse Fund GP, LLC		
(Last)	(First)	(Middle)
280 PARK AVENUE 5TH FLOOR EAST		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

- The filing of this Form 4 shall not be construed as an admission that BlueMountain Capital Management, LLC ("BMCM"), GP Holdings (as defined in footnote 7 below) or any of the General Partners (as defined in Footnote 4 below) is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any of the shares of Class D Common Stock, par value \$0.001 per share (the "Common Stock") of Radio One, Inc. (the "Issuer"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, BMCM, GP Holdings and the General Partners disclaim such beneficial ownership, except to the extent of their pecuniary interest.
- BMCM is the investment manager of each of (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), which is the direct beneficial owner of 2,423,118 shares of Common Stock, (ii) BlueMountain Long/Short Credit Master Fund L.P. ("Long/Short Credit") is the direct beneficial owner of 817,273 shares of Common Stock, (iii) BlueMountain Equity Alternatives Master Fund L.P. ("BMEA"), is the direct beneficial owner of 233,435 shares of Common Stock, (iv) BlueMountain Kicking Horse Fund L.P. ("Kicking Horse"), is the direct beneficial owner of 247,845 shares of Common Stock, (cont'd in Footnote 3)
- (v) BlueMountain Timberline Ltd. ("Timberline"), is the direct beneficial owner of 182,860 shares of Common Stock; (vi) BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC

("AAI"), is the direct beneficial owner of 128,700 shares of Common Stock and (vii) BlueMountain Long Short Grasmoor Fund Ltd. ("Grasmoor" and together with BMCA, Long/Short Credit, BMEA, Kicking Horse, Timberline and AAI, the "BlueMountain Funds") is the direct beneficial owner of 113,850 shares of Common Stock. The shareholding information set forth in Footnote 2 and this Footnote 3 is as of November 11, 2012.

4. BMCM, although it directs the voting and disposition of the Common Stock held by the BlueMountain Funds, only receives an asset-based fee relating to such shares of Common Stock.

5. (i) Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") is the general partner of BMCA and has an indirect profits interest in the Common Stock beneficially owned by BMCA; (ii) BlueMountain Long/Short Credit GP, LLC ("Long/Short Credit GP") is the general partner of Long/Short Credit and has an indirect profits interest in the Common Stock beneficially owned by Long/Short Credit; (iii) BlueMountain Equity GP, LLC ("Equity GP") is the general partner of BMEA and has an indirect profits interest in the Common Stock beneficially owned by BMEA; and (iv) BlueMountain Kicking Horse Fund GP, LLC ("Kicking Horse GP", and together with BMCA GP, Long/Short Credit GP and BMEA GP, the "General Partners") is the general partner of Kicking Horse and has an indirect profits interest in the Common Stock beneficially owned by Kicking Horse.

6. BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners, and thus has an indirect profits interest in the Common Stock beneficially owned by each of BMCA, Long/Short Credit, BMEA and Kicking Horse.

7. The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 4 for certain additional Reporting Persons is being filed separately and simultaneously with this Form 3 due to the limitation of ten Reporting Persons per each filing.

8. On November 12, 2012, BMCA purchased 18,445 shares of Common Stock.

9. On November 12, 2012, Long/Short Credit purchased 6,577 shares of Common Stock.

10. On November 12, 2012, AAI purchased 834 shares of Common Stock.

11. On November 12, 2012, Grasmoor purchased 738 shares of Common Stock.

12. On March 25, 2013, BMCA entered into an equity total return swap with respect to 423,139 shares of Common Stock.

13. On March 25, 2013, Long/Short Credit entered into an equity total return swap with respect to 197,478 shares of Common Stock.

14. On March 25, 2013, Timberline entered into an equity total return swap with respect to 126,941 shares of Common Stock.

15. On March 25, 2013, BMEA entered into an equity total return swap with respect to 76,166 shares of Common Stock.

16. On June 21, 2013, BMCA sold 1,375 shares of Common Stock.

17. On June 21, 2013, Long/Short Credit sold 491 shares of Common Stock.

18. On June 21, 2013, Timberline sold 149 shares of Common Stock.

19. On June 21, 2013, BMEA sold 206 shares of Common Stock.

20. On June 21, 2013, AAI sold 62 shares of Common Stock.

21. On June 21, 2013, Kicking Horse sold 119 shares of Common Stock.

22. On June 21, 2013, Grasmoor sold 55 shares of Common Stock.

23. On June 24, 2013, BMCA sold 80,254 shares of Common Stock.

24. On June 24, 2013, Long/Short Credit sold 28,612 shares of Common Stock.

25. On June 24, 2013, Timberline sold 8,679 shares of Common Stock.

26. On June 24, 2013, BMEA sold 8,673 shares of Common Stock.

27. On June 24, 2013, AAI sold 3,629 shares of Common Stock.

28. On June 24, 2013, Kicking Horse sold 6,943 shares of Common Stock.

29. On June 24, 2013, Grasmoor sold 3,210 shares of Common Stock.

30. The relevant Reporting Persons entered into an equity total return swap transaction which is neither exercisable nor convertible.

BlueMountain Capital Management, LLC By: /s/ Paul Friedman, Chief Compliance Officer 06/26/2013

Blue Mountain Credit Alternatives Master Fund L.P. By: BlueMountain CA Master Fund GP, LTD. By: /s/ Andrew Feldstein, Director 06/26/2013

Blue Mountain CA Master Fund GP, Ltd. By: /s/ Andrew Feldstein, Director 06/26/2013

BlueMountain Long/Short Credit Master Fund L.P. By: BlueMountain Long/Short Credit GP, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer 06/26/2013

BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer 06/26/2013

BlueMountain Timberline Ltd. By: /s/ Andrew Feldstein, Director 06/26/2013

BlueMountain Equity Alternatives Master Fund L.P. By: BlueMountain Distressed GP, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer 06/26/2013

BlueMountain Equity GP LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer 06/26/2013

BlueMountain Kicking Horse Fund L.P. By: BlueMountain Capital Management, LLC By: /s/ Paul Friedman, Chief Compliance Officer 06/26/2013

BlueMountain Kicking Horse Fund GP, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer 06/26/2013

** 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.