

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
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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).

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>BlueMountain GP Holdings, LLC</u> <hr/> (Last) (First) (Middle) 280 PARK AVENUE 5TH FLOOR EAST <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>RADIO ONE, INC. [ROIAK]</u> | | | 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) | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/12/2012 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| | | | 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"/> | | | | | |

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 | |
| 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) | V | 5. Acquired (A) or Disposed of (D) (Instr. 8) | 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) |
|---|--|--------------------------------------|--|--------------------------------|---|---|--|---|--|--|---|--|
| Equity Total Return Swap ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹²⁾ | (30) | 03/25/2013 | | J/K | V | 423,139 | (30) 06/25/2013 | Class D Common Stock 423,139 | \$1.68 | 2,864,702 | D | |
| Equity Total Return Swap ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹³⁾ | (30) | 03/25/2013 | | J/K | V | 197,478 | (30) 06/25/2013 | Class D Common Stock 197,478 | \$1.68 | 1,021,328 | D | |
| Equity Total Return Swap ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁴⁾ | (30) | 03/25/2013 | | J/K | V | 126,941 | (30) 06/25/2013 | Class D Common Stock 126,941 | \$1.68 | 309,801 | D | |
| Equity Total Return Swap ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁵⁾ | (30) | 03/25/2013 | | J/K | V | 76,166 | (30) 06/25/2013 | Class D Common Stock 76,166 | \$1.68 | 309,601 | D | |
| Equity Total Return Swap ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁵⁾ | (30) | 03/25/2013 | | J/K | V | 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 GP Holdings, 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*

[BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC](#)

(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 Grasmoor Fund Ltd.](#)

(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.
- 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.
- (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.
- 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.
- 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.
- On November 12, 2012, BMCA purchased 18,445 shares of Common Stock.
- On November 12, 2012, Long/Short Credit purchased 6,577 shares of Common Stock.
- On November 12, 2012, AAI purchased 834 shares of Common Stock.
- On November 12, 2012, Grasmoor purchased 738 shares of Common Stock.
- On March 25, 2013, BMCA entered into an equity total return swap with respect to 423,139 shares of Common Stock.
- On March 25, 2013, Long/Short Credit entered into an equity total return swap with respect to 197,478 shares of Common Stock.
- On March 25, 2013, Timberline entered into an equity total return swap with respect to 126,941 shares of Common Stock.
- On March 25, 2013, BMEA entered into an equity total return swap with respect to 76,166 shares of Common Stock.
- On June 21, 2013, BMCA sold 1,375 shares of Common Stock.
- On June 21, 2013, Long/Short Credit sold 491 shares of Common Stock.
- On June 21, 2013, Timberline sold 149 shares of Common Stock.
- On June 21, 2013, BMEA sold 206 shares of Common Stock.
- On June 21, 2013, AAI sold 62 shares of Common Stock.
- On June 21, 2013, Kicking Horse sold 119 shares of Common Stock.

