UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								
	OMB Number: Estimated average burden								

X 10% Owner

and Responses

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

2. Issuer Name **and** Ticker or Trading Symbol <u>RADIO ONE, INC.</u> [ROIAK]

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). \Box

1. Name and Address of Reporting Person* BlueMountain GP Holdings, LLC

FORM 4

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

								Director X 10% Owner							
(Last)	(First)	(Middle)	3. Date of E	arliest Transaction	ו (Month/Day/Year))	-	Officer (give title Other (specify below) below)							
280 PARK AVENU		11/12/201	2												
5TH FLOOR EAST	Г														
(Street)			4. If Amend	ment, Date of Orio	jinal Filed (Month/E	Day/Yea	r)		6.1		Joint/Group Filing n filed by One Rep		ble Line)		
NEW YORK	NY	10017							X Form filed by More than One Reporting Person						
(City)	(State)	(Zip)													
		Table I - Non-De	rivative \$	Securities Ac	quired, Dispo	sed of	f, or	Beneficial	ly Ov	vned					
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 Disposed Of 5)	Acquir (D) (Ins	red (A) or str. 3, 4 and	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	ŝ)(7)(8)		11/12/2012		Р		18,445	Α	\$0.83	2,441,563	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	5)(7)(9)		11/12/2012		Р		6,577	Α	\$0.83	823,850	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	δ)(7)(10)		11/12/2012		Р		834	Α	\$0.83	129,534	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(11)		11/12/2012		Р		738	Α	\$0.83	114,588	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶		11/12/2012		Р		26,594	A	\$0.83	4,173,675	I	See Explanations and Responses			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(8)(12)(16)		06/21/2013		S		1,146	D	\$2.3575	2,863,556	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(14)(18)		06/21/2013		S		124	D	\$2.3575	309,677	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(9)(13)(17)		06/21/2013		S		409	D	\$2.3575	1,020,919	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(15)(19)		06/21/2013		S		124	D	\$2.3575	309,477	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	ŝ)(7)(10)(20)		06/21/2013		S		52	D	\$2.3575	129,482	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(21)		06/21/2013		S		99	D	\$2.3575	247,746	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(11)(22)		06/21/2013		S		46	D	\$2.3575	114,542	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	5)(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 St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	5)(7)(8)(12)(16)		06/21/2013		S		229	D	\$2.36	2,863,327	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	δ)(7)(14)(18)		06/21/2013		S		25	D	\$2.36	309,652	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(9)(13)(17)		06/21/2013		S		82	D	\$2.36	1,020,837	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	ŝ)(7)(15)(19)		06/21/2013		S		25	D	\$2.36	309,652	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	ŝ)(7)(10)(20)		06/21/2013		S		10	D	\$2.36	129,472	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(21)		06/21/2013		S		20	D	\$2.36	247,726	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	ŝ)(7)(11)(22)		06/21/2013		S		9	D	\$2.36	114,533	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	5)(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 St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(8)(12)(16)(23)		06/24/2013		S		80,254	D	\$2.3	2,783,073	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(14)(18)(25)		06/24/2013		S		8,679	D	\$2.3	300,973	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(9)(13)(17)(24)		06/24/2013		S		28,612	D	\$2.3	992,225	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(15)(19)(26)		06/24/2013		s		8,673	D	\$2.3	300,779	D			
Class D Common St	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(10)(20)(27)		06/24/2013		S		3,629	D	\$2.3	125,843	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(21)(28)		06/24/2013		S		6,943	D	\$2.3	240,783	D			
Class D Common S	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	6)(7)(11)(22)(29)		06/24/2013		S		3,210	D	\$2.3	111,323	D			
Class D Common St (23)(24)(25)(26)(27)(28)(29)	tock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶	06/24/2013		s		140,000	D	\$2.3	4,854,999	I	See Explanations and				

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. Title of Derivative Security (Instr.	3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction	-(Month/Day/Year) 3A. Deemed	/Year) 8) I 4.		i Ferun Despic Derivative Captulans, C Acquired (A) or Disposed of Nombertof		6. Date Exerc	cisable and	A Tito and the security of the security of security of security of the securit		8. Price of Derivative Security (Instr. 5) 8. Price of	9. Number of derivative Securities Beneficially Owned PoNumber of	10. Ownership Form: Direct (D) or Indirect 49(Instr. 4)	Beneficial Ownership (Instr. 4)
		Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8) Code V		Detiantly Securitie Acquired or Dispo of (D) (In 8A)4 and	65) S (A) sed Istr.	Expiration Da (Month/Day/) Date Exercisable	ate	of Securit	ties 19. elSenautitut	Derivative Security (Instr. 5)		AP(Instr. 4) Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Equity Total Return Swap ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾)(6)(7)(12)	(30)	03/25/2013		J/K Code	v	423,139 (A)	(D)	(30) Date Exercisable	06/25/2013 Expiration Date	Class D Common Tiue	Amount 423,139 Number of Shares	\$1.68	Transaction(s) (Instr. 4) 2,864,702	D	
Equity Total Return Swap ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾)(6)(7)(13)	(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 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾)(6)(7)(14)	(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 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾)(6)(7)(15)	(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 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ (10)(11)(12)(13)(14)(15))(6)(7)(8)(9)	(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 BlueMountain GP Hold		<u>LC</u>														
(Last) (Firs 280 PARK AVENUE 5TH FLOOR EAST	st)		(Middle)													
(Street) NEW YORK NY			10017													
(City) (Stat	te)		(Zip)													
1. Name and Address of Reporting BlueMountain Long/Sh Fund, a sub fund of AA	nort Cree			<u>ction</u>												
(Last) (Firs 280 PARK AVENUE 5TH FLOOR EAST	st)		(Middle)													
(Street) NEW YORK NY			10017													
(City) (Stat	ite)		(Zip)													
1. Name and Address of Reporting BlueMountain Long Sh		<u>smoor Fu</u>	<u>ınd Ltd.</u>													
(Last) (Firs 280 PARK AVENUE 5TH FLOOR EAST	st)		(Middle)													
(Street) NEW YORK NY			10017													
(City) (Stat	ite)		(Zip)													

Explanation of Responses:

1. 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.

2. 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)

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 BMCA 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 BMCA 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 BMCA; (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 BMCA; and (via) 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 simulaneously 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.

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, THIDEFILIE SOID 149 SHARES OF COMMON St 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 GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance 06/26/2013 Officer BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund 06/26/2013 PLC By: BlueMountain Capital Management, LLC By: /s/ Paul Friedman, Chief Compliance Officer BlueMountain Long Short Grasmoor Fund Ltd. By: BlueMountain Capital 06/26/2013 Management, LLC By: /s/ Paul Friedman, Chief Compliance Officer ** 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.