

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

RADIO ONE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

5900 PRINCESS GARDEN PARKWAY, 7TH FLOOR
LANHAM, MD 20706
(Address of principal executive offices)

1999 Stock Option and Restricted Stock Grant Plan
(Full title of the plan)

ALFRED C. LIGGINS, III
CHIEF EXECUTIVE OFFICER
5900 PRINCESS GARDEN PARKWAY, 7TH FLOOR
LANHAM, MD 20706
(301) 306-1111
(Name, address, and telephone number of agent for service)

With copies to:

NORMA M. SHARARA
SILVERSTEIN AND MULLENS
A DIVISION OF BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION
1776 K STREET, N.W., SUITE 800
WASHINGTON, D.C. 20006
(202) 452-7900

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Per Share Offering Price (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Class D common stock, \$.001 par value per share (2)	2,000,000	\$16.54	\$33,080,000	\$3,043

(1) The offering price per share and aggregate offering price have been estimated, solely for the purposes of determining the registration fee, pursuant to Rule 457(h) on the basis of the high and low prices of Radio One, Inc.'s Class D common stock, \$.001 par value per share, reported on the Nasdaq National Market on October 18, 2002.

(2) Reported under the symbol ROIK on the Nasdaq National Market.

INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Radio One, Inc. (the "Company"), hereby incorporates by reference into this registration statement the information contained in the Company's earlier registration statements on Form S-8 (File Nos. 333-62718 and 333-42342) relating to the Company's 1999 Stock Option and Restricted Stock Grant Plan and amendments thereto.

The financial statements included in the Annual Report on Form 10-K incorporated herein by reference were audited by Arthur Andersen, LLP. After reasonable efforts, the Company has not been able to obtain the consent of Arthur Andersen, LLP to the incorporation by reference of its audit report dated March 18, 2002 into this registration statement. Accordingly, Arthur Andersen, LLP will not be liable to investors under Section 11(a) of the Securities Act of 1933 because it has not consented to being named as an expert in this registration statement, and therefore such lack of consent may limit the recovery by investors from Arthur Andersen, LLP.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Radio One, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lanham, State of Maryland, on October 24, 2002.

RADIO ONE, INC.

By: /s/ Scott R. Royster

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

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on October 24, 2002.

By: /s/ Alfred C. Liggins, III

Alfred C. Liggins, III
Chief Executive Officer, President
and Director
(Principal Executive Officer)

By: /s/ Catherine L. Hughes

Catherine L. Hughes
Chairperson of the Board of Directors, Secretary
and Director

By: /s/ Brian W. McNeill

Brian W. McNeill
Director

By:

Terry L. Jones
Director

By: /s/ L. Ross Love

L. Ross Love
Director

By: /s/ D. Geoffrey Armstrong

D. Geoffrey Armstrong
Director

By:

Ronald E. Blaylock
Director

INDEX TO EXHIBITS

- Exhibit 4.1 Radio One, Inc. Amended and Restated 1999 Stock Option and Restricted Stock Grant Plan (incorporated by reference to Radio One's definitive proxy statement (File No. 0-25969) filed on April 18, 2002).
- Exhibit 5.1 Opinion of Buchanan Ingersoll Professional Corporation, filed herewith.
- Exhibit 23.1 The consent of Buchanan Ingersoll Professional Corporation is included in Exhibit 5.
- Exhibit 23.2 Consent of Arthur Andersen, LLP (omitted pursuant to Rule 437a).

BUCHANAN INGERSOLL PROFESSIONAL CORPORATION

October 24, 2002

Board of Directors
Radio One, Inc.
5900 Princess Garden Parkway
8th Floor
Lanham, MD 20706

Ladies and Gentlemen:

We have acted as counsel to Radio One, Inc., a Delaware corporation (the "Corporation"), in connection with the proposed issuance by the Corporation of up to 2,000,000 additional shares (the "Shares") of the Corporation's Class D common stock, par value \$.001 per share (the "Common Stock"), pursuant to the terms of the Radio One, Inc. Amended and Restated 1999 Stock Option and Restricted Stock Grant Plan (the "Plan").

In connection with such proposed issuance, we have examined the Plan, the Amended and Restated Certificate of Incorporation of the Corporation, as amended, the Amended and Restated Bylaws of the Corporation, the relevant corporate proceedings of the Corporation, the Registration Statement on Form S-8 covering the issuance of the Common Stock, and such other documents, records, certificates of public officials, statutes and decisions as we consider necessary to express the opinions contained herein. In the examination of such documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to those original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that when the Registration Statement shall have been declared effective by order of the Securities and Exchange Commission and when the Shares have been duly issued and delivered pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. By giving this consent, we are not admitting that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION

By: /s/ Ronald Basso

Ronald Basso