The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL			
OMB 3235- Number: 0076			
Estimated average burden			
hours per response:	4.00		

1. Issuer's Identity

CIK (Filer ID Number)Previous NamesNoneEntity Type0001041657RADIO ONE INCXCorporationName of IssuerLimited PartnershipLimited Liability Company General PartnershipRADIO ONE, INC.Limited Liability Company General PartnershipBusiness TrustDELAWAREOther (Specify)Year of Incorporation/OrganizationBusiness TrustOther (Specify)Year of Incorporation/OrganizationBusiness TrustX Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be FormedStreet Address and Contact InformationStreet Address 22. Principal Place of Business and Contact InformationStreet Address 1Street Address 2Sp00 PRINCESS GARDEN PARKWAY7TH FLPhone Number of IssuerRADIO ONE, INC.Street Address 1Street Address 2Sp00 PRINCESS GARDEN PARKWAY20706301-306-11113. Related PersonsStreet Address 2Sono and		Durations			
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City State/Province/Country ZIP/PostalCode					
		5	vince/Countrv	ZIP/PostalCode	
	Lanham	MARYLAND	J	20706	

Clarification of Response (if Necessary):

Relationship: X Executive Officer X Director Promoter

Last Name	First Name	Middle Name
Thompson	Peter	D.
Street Address 1	Street Address 2	
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode
Lanham	MARYLAND	20706
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Mayo	Barry	А.
Street Address 1	Street Address 2	
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode
Lanham	MARYLAND	20706
Relationship: X Executive Officer		20,00
Actuation of the Actual of Contect		
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Vilardo	Linda	J.
Street Address 1	Street Address 2	
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode
Lanham	MARYLAND	20706
Relationship: X Executive Officer		
Clarification of Response (if Necess Last Name	ary): First Name	Middle Name
Jones	Terry	L.
Street Address 1	Street Address 2	L.
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode
Lanham	MARYLAND	20706
	X Director Promoter	20700
Relationship: Executive Officer 2	X Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
McNeill	Brian	W.
Street Address 1	Street Address 2	
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode
Lanham	MARYLAND	20706
Relationship: Executive Officer 2	X Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Armstrong	D.	Geoffrey
Street Address 1	Street Address 2	
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode
Lanham	MARYLAND	20706
	MARILAND	20/00

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Blaylock	Ronald	Е.
Street Address 1	Street Address 2	
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode
Lanham	MARYLAND	20706
Relationship: Executive Officer 2	X Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Mitchell	В.	Doyle
Street Address 1	Street Address 2	
5900 Princess Garden Parkway	7th Floor	
City	State/Province/Country	ZIP/PostalCode

20706

CityState/ProvinceLanhamMARYLANDRelationship:Executive Officer X Director

Clarification of Response (if Necessary):

4. Industry Group

Agriculture Banking & Financial Services Commercial Banking		Health Care Biotechnology	Retailing Restaurants
Insurance		Health Insurance Hospitals & Physicians	Technology Computers
Investing Investment Banking		Pharmaceuticals	Telecommunications
Pooled Investment Fu	ind	Other Health Care	Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?		Manufacturing Real Estate Commercial	Travel Airlines & Airports Lodging & Conventions
Yes	No	Construction	Tourism & Travel Services
Other Banking & Fin	ancial Services	REITS & Finance	Other Travel
Business Services		Residential	X Other
Energy Coal Mining		Other Real Estate	

5. Issuer Size

Oil & Gas

Other Energy

Electric Utilities

Energy Conservation Environmental Services

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000

\$5,000,001 - \$25,000,000	\$25,000,001 - \$5	0,000,000
\$25,000,001 -	\$50,000,001 - \$1	00.000.000
\$100,000,000 X Over \$100,000,000	Over \$100,000,0	
Decline to Disclose	Decline to Disclo	
Not Applicable	Not Applicable	
6. Federal Exemption(s) and Exclusion(s) Clain	ned (select all that a	pply)
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	
Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	X Rule 506 Securities Ac	t Section $A(5)$
Rule 504 (b)(1)(iii)		ompany Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)	2) Section 3(c)(10)
	Section 3(c)	3) Section 3(c)(11)
	Section 3(c)(4	4) Section 3(c)(12)
	Section 3(c)	5) Section 3(c)(13)
	Section 3(c)	6) Section 3(c)(14)
	Section 3(c)(7	<i>(</i>)
7. Type of Filing		
X New Notice Date of First Sale 2010-11-19 Amendment	First Sale Yet to	Occur
8. Duration of Offering		
Does the Issuer intend this offering to last more	than one year?	Yes X No
9. Type(s) of Securities Offered (select all that a	apply)	
Equity		Pooled Investment Fund Interests
X Debt Option, Warrant or Other Right to Acquire A	nother Security	Tenant-in-Common Securities Mineral Property Securities
Security to be Acquired Upon Exercise of Op		
Other Right to Acquire Security		Other (describe)
10. Business Combination Transaction		
Is this offering being made in connection with a a merger, acquisition or exchange offer?	a business combina	tion transaction, such as Yes X No
Clarification of Response (if Necessary):		
11. Minimum Investment		
Minimum investment accepted from any outsid	e investor \$1,000 U	JSD
12. Sales Compensation		
Recipient	Recipi	ent CRD Number None
Rothschild Inc.	2910	
(Associated) Broker or Dealer X None		riated) Broker or Dealer CRD Number X None
None Street Address 1	None	Street Address 2
1251 American		

1251 Avenue of the Americas

City		State/Province/Country	ZIP/Postal Code
New York		NEW YORK	10020
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US	
NEW YORK MARYLAND CALIFORNIA CONNECTICUT			
Recipient		Recipient CRD Number None	
Moelis & Company		145115	
(Associated) Broker or Dealer X None		(Associated) Broker or Dealer CRD Number X None	
None		None	
Street Address 1		Street Address 2	
399 Park Avenue		5th Floor	
City		State/Province/Country	ZIP/Postal Code
New York		NEW YORK	10022
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US	
NEW YORK MARYLAND CALIFORNIA			

13. Offering and Sales Amounts

Total Offering Amount	\$286,794,302 USD or	: Indefinite
Total Amount Sold	\$286,794,302 USD	
Total Remaining to be Sold	\$0 USD or	Indefinite

Clarification of Response (if Necessary):

This amount includes notes issued pursuant to the exchange offer, notes issued to redeem certain notes not tendered and notes issued to pay certain fees.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

100

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$2,850,000 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
RADIO ONE, INC.	Peter D. Thompson	Peter D. Thompson	Executive Vice President and Chief Financial Officer	2010-11-29

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.