

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>HUGHES CATHERINE L</u> (Last) (First) (Middle) 1010 WAYNE AVENUE 14TH FLOOR (Street) SILVER MD 20910 SPRING (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RADIO ONE, INC. [ROIA/ROIAK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairperson and Secretary
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class D Common Stock	03/01/2014	03/01/2014	G	43,260	D	\$0.00	0 ⁽¹⁾⁽²⁾	D	
Class C Common Stock	03/12/2014	03/12/2014	C	192,142	D	\$0.00	0 ⁽¹⁾⁽²⁾	D	
Class D Common Stock	03/12/2014	03/12/2014	G	435,757	D	\$0.00	0 ⁽¹⁾⁽²⁾	D	

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. The total represents all shares held by the reporting person across all classes of Radio One Inc. stock, Classes A, B, C and D. The reporting person beneficially owns a total of 7,738,690 shares of Radio One, Inc. stock as follows: (1) 1,000 shares of Class A common stock held by Catherine L. Hughes; (2) 851,536 shares of Class B common stock held by the Catherine L. Hughes Revocable Trust; (3) 247,366 shares of Class C common stock held by the Catherine L. Hughes Revocable Trust U/A/D; (4) 1,124,560 shares of Class C common stock held by the Dynastic Trust U/A/D; (5) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (6) 1,510,669 shares of Class D common stock held by the Catherine L. Hughes Revocable Trust; (7) 1,749,464 shares of Class D common stock held by the Catherine L. Hughes Trust UA; (8) 31,499 shares of Class D common stock held by the Hughes-Liggins Co. LLC; (9) 857,991 shares of Class D common stock held by Catherine L. Hughes;

2. continued: (10) 456,000 shares of Restricted Class D common stock held by Catherine L. Hughes granted in connection with the terms of her new employment terms as reported on Form 8K on October 6, 2014; and (11) options to purchase 893,000 shares of Class D common stock held by Catherine L. Hughes, includes 293,000 with an exercise price of \$2.75 granted in connection with the terms of her new employment terms as reported on Form 8K on October 6, 2014.

Remarks:

43,260 Shares sold in open market transaction to fulfill gift to school 192,142 shares acquired by conversion of Class C shares into Class D shares 435,757 shares gifted by Catherine L Hughes to Alfred C. Liggins

Linda J. Vilardo, Attorney-In-Fact 02/13/2015

** 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.