

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, 8TH FLOOR  
LANHAM, MD 20706  
(Name, address, including zip code, and telephone number, including area code,  
of registrant's 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, 8TH FLOOR  
LANHAM, MD 20706  
(301) 306-1111  
(Name, address, and telephone number of agent for service)

PLEASE ADDRESS COPIES OF ALL COMMUNICATIONS 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

JAMES J. BARNES  
BUCHANAN INGERSOLL  
PROFESSIONAL CORPORATION  
ONE OXFORD CENTRE, 20TH FLOOR,  
301 GRANT STREET  
PITTSBURGH, PENNSYLVANIA 15219  
(412) 562-8800

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)	1,000,000	\$18.33	\$18,330,000	\$4,583

(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(c) 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 June 4, 2001.

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

INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Radio One, Inc. (the "Corporation"), hereby incorporates by reference into this Registration Statement the information contained in the Corporation's earlier Registration Statement on Form S-8 (File No. 333-42342) relating to the Corporation's 1999 Stock Option and Restricted Stock Grant Plan and amendments thereto.

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 May 30, 2001.

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 May 30, 2001.

By: /s/ Alfred C. Liggins, III  
-----  
Alfred C. Liggins, III  
President and Chief Executive Officer, Director  
(Principal Executive Officer)

By: /s/ Catherine L. Hughes  
-----  
Catherine L. Hughes  
Chairperson of the Board of Directors

By: /s/ Brian W. McNeill  
-----  
Brian W. McNeill  
Director

By: /s/ Terry L. Jones  
-----  
Terry L. Jones  
Director

By: /s/ Larry D. Marcus  
-----  
Larry D. Marcus  
Director

By: \_\_\_\_\_  
L. Ross Love  
Director

By: \_\_\_\_\_  
D. Geoffrey Armstrong  
Director

INDEX TO EXHIBITS

-----

- Exhibit 4.1 Radio One, Inc. 1999 Stock Option and Restricted Stock Grant Plan (incorporated by reference to Radio One's registration statement on Form S-8 (File No. 333-78123) filed on May 7, 1999).
- Exhibit 4.2 Amendment No. 1. to the Radio One, Inc. 1999 Stock Option and Restricted Stock Grant Plan (incorporated by reference to Radio One's post-effective Amendment No. 1 to its registration statement on Form S-8 (File No. 333-78123) filed on July 27, 2000).
- Exhibit 4.3 Amendment No. 2 to Radio One, Inc. 1999 Stock Option and Restricted Stock Grant Plan (incorporated by reference to Radio One's registration statement on Form S-8 (File No. 333-42342) filed on July 27, 2000).
- Exhibit 5.1 Opinion of Buchanan Ingersoll Professional Corporation, filed herewith.
- Exhibit 23.1 Consent of Buchanan Ingersoll Professional Corporation (included in the opinion filed as Exhibit 5.1).
- Exhibit 23.2 Consent of Arthur Andersen, LLP, filed herewith.

EXHIBIT 5.1

Buchanan Ingersoll Professional Corporation

June 11, 2001

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

RE: RADIO ONE, INC. REGISTRATION STATEMENT ON FORM S-8.

Ladies and Gentlemen:

We have acted as counsel to Radio One, Inc., a Delaware corporation ("Radio One"), in connection with its registration statement on Form S-8 (the "Registration Statement"), filed under the Securities Act of 1933, as amended, relating to the registration of 1,000,000 additional shares of its Class D common stock, par value \$.001 (the "Shares"), issuable pursuant to the 1999 Stock Option and Restricted Stock Grant Plan, as amended (the "Plan").

In that connection, we have examined such documents, corporate records and other instruments as we have deemed necessary or appropriate for purposes of this opinion, including the Amended and Restated Certificate of Incorporation of Radio One and the Amended and Restated Bylaws of Radio One. In the examination of such documents, we have assumed the genuineness of all signatures, 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 upon the foregoing, we are of the opinion that when the Registration Statement shall have become effective and when the Shares have been duly issued and delivered pursuant to the terms of the Plan, such Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

BUCHANAN INGERSOLL  
PROFESSIONAL CORPORATION

By: /s/ James J. Barnes  
-----

One Oxford Centre  
301 Grant Street, 20th Floor  
Pittsburgh, PA 15219-1410  
(412) 562-8800

EXHIBIT 23.2  
-----

ACCOUNTANT'S CONSENT

As independent public accountants, we hereby consent to the incorporation by reference of our report and all references to our firm included in or made a part of this Form S-8 registration statement.

/s/ Arthur Andersen, LLP

Baltimore, Maryland  
June 11, 2001