

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>BlueMountain GP Holdings, LLC</u> (Last) (First) (Middle) 280 PARK AVENUE 5TH FLOOR EAST (Street) NEW YORK NY 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/09/2012	3. Issuer Name and Ticker or Trading Symbol <u>RADIO ONE, INC. [ROIAK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	2,423,118	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	817,273	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	233,435	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	247,845	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	182,860	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	128,700	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	113,850	D	
Class D Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	4,147,081	I	See Explanations and Responses

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
BlueMountain GP Holdings, LLC
 (Last) (First) (Middle)
 280 PARK AVENUE
 5TH FLOOR EAST
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC
 (Last) (First) (Middle)
 280 PARK AVENUE
 5TH FLOOR EAST
 (Street)
 NEW YORK NY 10017

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BlueMountain Long Short Grasmoor Fund Ltd.		
(Last)	(First)	(Middle)
280 PARK AVENUE 5TH FLOOR EAST		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

- The filing of this Form 3 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.
- 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)
- (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 9, 2012.
- 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.
- (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 BMEA and has an indirect profits interest in the Common Stock beneficially owned by BMEA; and (iv) 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.
- 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.
- The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 3 for certain additional Reporting Persons is being filed separately and simultaneously with this Form 3 due to the limitation of ten Reporting Persons per each filing.

[BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer](#) 06/26/2013

[BlueMountain Long Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC By: BlueMountain Capital Management, LLC By: /s/ Paul Friedman, Chief Compliance Officer](#) 06/26/2013

[BlueMountain Long Short Grasmoor Fund Ltd. By: BlueMountain Capital Management, LLC By: /s/ Paul Friedman, Chief Compliance Officer](#) 06/26/2013

** 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 5 (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.