

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0362  
 Estimated average burden  
 hours per response: 1.0

**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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>LIGGINS ALFRED C</u>			<u>RADIO ONE, INC. [ ROIA/ROIAK ]</u>		<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) <p style="text-align: center;"><b>CEO</b></p>	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person
1010 WAYNE AVENUE 14TH FLOOR			12/31/2014			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			
SILVER SPRING MD 20910						
(City) (State) (Zip)						

**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	03/17/2014	03/17/2014	G	435,757	A	\$0.00	0 <sup>(1)(2)</sup>	D	
Class D Common Stock	03/17/2014	03/17/2014	G	435,757	D	\$0.00	0 <sup>(1)(2)</sup>	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
					(A) (D)							

**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 14,714,930 shares of Radio One, Inc. stock as follows: (1) 574,909 shares of Class A common stock held by Alfred C. Liggins; (2) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (3) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (4) 920,456 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) 2,870,614 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (7) 1,221,823 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (8) 1,519,128 shares of Class D common stock held by the Alfred C. Liggins Trust UA;

2. continued: (9) 31,499 shares of Class D common stock held by the Hughes-Liggins Co. LLC; (10) 2,295,276 shares of Class D common stock held by Alfred C. Liggins; (11) 913,000 shares of Restricted Class D common stock granted in connection with the terms of his new employment terms as reported on Form 8K on October 6, 2014; and (12) options to purchase 1,737,000 shares of Class D common stock held by Alfred C. Liggins, includes 587,000 with an exercise price of \$2.75 granted in connection with the terms of his new employment terms as reported on Form 8K on October 6, 2014.

**Remarks:**

435,757 shares gifted by Catherine L Hughes to Alfred C. Liggins 435,757 shares gifted by Alfred C. Liggins to Howard University

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.