

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) <u>1010 WAYNE AVENUE</u> <u>14TH FLOOR</u> (Street) <u>SILVER SPRING</u> <u>MD</u> <u>20910</u> (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) <u>Chairperson and Secretary</u> |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2014</u> | |
| 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| | | | | | | 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 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.