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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(AMENDMENT NO. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2001
Commission File No. 0-25969

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)
FOR THE TRANSITION PERIOD FROM TO

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
7th Floor
Lanham, Maryland 20706
(Address of principal executive offices)

(301) 306-1111
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act: Class A Common
Stock, \$.001 par value
Class D Common Stock, \$.001 par value

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days.
Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405
of Regulation S-K (section 229.405 of this chapter) is not contained herein,
and will not be contained, to the best of the registrant's knowledge, in
definitive proxy or information statements incorporated by reference in Part
III of this Form 10-K or any amendment to this Form 10-K.

The number of shares outstanding of each of the issuer's classes of common
stock, as of March 13, 2002 is as follows:

Class -----	Outstanding at March 13, 2002 -----
Class A Common Stock, \$.001 par value	22,389,477
Class B Common Stock, \$.001 par value	2,867,463
Class C Common Stock, \$.001 par value	3,132,458
Class D Common Stock, \$.001 par value	65,843,832

Based on the last sale price on the Nasdaq Stock Market's National Market on
March 13, 2002 of \$ 20.52 for our class A common stock, and \$19.76 for our
class D common stock, the aggregate market value of our voting and non-voting
equity held by non-affiliates on such date was approximately \$1.377 billion.
Shares of common stock held by directors and certain executive officers and by
each person who owns or may be deemed to own 10% or more of our outstanding
common stock have been excluded, since such persons may be deemed to be
affiliates. This determination of affiliate status is not necessarily a
conclusive determination for other purposes.

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EXPLANATORY NOTE

This Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2001 is being filed because, due to a transmission error, an incorrect cover page was filed with the Annual Report on Form 10-K filed earlier today. This Amendment No. 1 contains only the corrected cover page; the remainder of the Form 10-K filed earlier today remains unchanged.

SIGNATURES

Pursuant to the provisions of Rule 12b-15 to the Securities Exchange Act of 1934, the undersigned authorized representative of the registrant, has duly caused this Amendment No. 1 to the registrant's Annual Report on Form 10-K to be signed on behalf of the registrant on March 25, 2002.

RADIO ONE, INC.

By: /S/ LINDA J. ECKARD VILARDO

Name: Linda J. Eckard Vilaro

Title: Vice President