

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Thompson Peter</u><br><br>(Last) (First) (Middle)<br><u>1010 WAYNE AVENUE</u><br><u>14TH FLOOR</u><br><br>(Street)<br><u>SILVER SPRING</u> <u>MD</u> <u>20910</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>RADIO ONE, INC. [ ROIA/ROIAK ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><br><u>CFO / EVP</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/24/2015</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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Class D Common Stock            | 06/24/2015                           |  | S                              |   | 16,000  | D          | \$3.58 | 99,790 <sup>(1)</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 |   |  |  |   |  |
|  |  |                                      |  | Code                           | V  | (A)  | (D)             | Title   | Amount or Number of Shares                 |  |   |  |

**Explanation of Responses:**

1. Mr. Thompson held 387,306 shares as of April 23, 2015, the filing date of our proxy statement. Those holdings included 75,000 options and 200,000 shares that vested on April 20, 2015. In connection with that vesting, 91,840 shares were sold to satisfy his income tax obligations in accordance with Company policy. Thus, the 99,790 number excludes the options and reflects the tax reduction as well as the 20,700 shares sold on June 19, 2016, the 43,418 shares sold on June 22, 2015 and the 40,582 shares sold June 23, 2015. In addition to the 99,790 shares, Mr. Thompson also holds the 75,000 options mentioned above and 75,000 restricted shares vesting December 31, 2015 and another 75,000 restricted shares vesting December 31, 2016. Mr. Thompson further holds 75,000 options to purchase Class D shares with another 225,000 options vesting in equal 112,500 tranches on December 31, 2015 and December 31, 2016

**Remarks:**

Peter Thompson 06/25/2015

\*\* 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.

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