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

**SCHEDULE 13D/A**  
(Rule 13d-101)

(Amendment No. 1)

Under the Securities Exchange Act of 1934

**Radio One, Inc.**

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(Name of Issuer)

Class D Common Stock, \$0.001 par value  
(Title of Class of Securities)

75040P-40-5  
(CUSIP NUMBER)

**Brian Jozwiak**  
**Fine Capital Partners, L.P.**  
152 West 57<sup>th</sup> Street, 37<sup>th</sup> Floor  
New York, New York 10019  
Tel. No.: (212) 492-8200

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

- with copies to -

Eliot D. Raffkind  
Akin Gump Strauss Hauer & Feld LLP  
1700 Pacific Avenue, Suite 4100  
Dallas, Texas 75201-4618  
(214) 969-2800

August 14, 2007  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D/A, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

<b>1</b>	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Fine Capital Partners, L.P.	20-1192223
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input type="radio"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS*  AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="radio"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  6,025,722
	<b>8</b>	SHARED VOTING POWER  0
	<b>9</b>	SOLE DISPOSITIVE POWER  6,025,722
	<b>10</b>	SHARED DISPOSITIVE POWER  0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,025,722	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.85%	
<b>14</b>	TYPE OF REPORTING PERSON*  PN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT

<b>1</b>	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Fine Capital Advisors, LLC	20-1179514
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input type="radio"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS*  AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="radio"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  6,025,722
	<b>8</b>	SHARED VOTING POWER  0
	<b>9</b>	SOLE DISPOSITIVE POWER  6,025,722
	<b>10</b>	SHARED DISPOSITIVE POWER  0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,025,722	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.85%	
<b>14</b>	TYPE OF REPORTING PERSON*  OO	

\*SEE INSTRUCTIONS BEFORE FILLING OUT

<b>1</b>	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Debra Fine	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input type="radio"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS*  AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="radio"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  6,025,722
	<b>8</b>	SHARED VOTING POWER  0
	<b>9</b>	SOLE DISPOSITIVE POWER  6,025,722
	<b>10</b>	SHARED DISPOSITIVE POWER  0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,025,722	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.85%	
<b>14</b>	TYPE OF REPORTING PERSON*  IN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT

## SCHEDULE 13D/A

### **Item 1. Security and Issuer**

This Amendment No. 1 to Schedule 13D (the "Schedule 13D/A") relates to shares of Class D common stock, \$0.001 par value ("Common Stock"), of Radio One, Inc., a Delaware corporation (the "Issuer"), directly owned by private investment funds managed by Fine Capital Partners, L.P., a Delaware limited partnership ("FCP"). The Issuer's principal executive offices are located at 5900 Princess Garden Parkway, 7th Floor, Lanham, Maryland 20706.

### **Item 2. Identity and Background**

(a) This statement is filed by (i) FCP, as the investment manager to certain private investment funds, with respect to shares owned by such private investment funds, (ii) Fine Capital Advisors, LLC, a Delaware limited liability company ("FCA"), as the general partner of FCP, and (iii) Ms. Debra Fine, a principal of FCP and FCA, with respect to the shares owned by such private investment funds (the persons mentioned in (i), (ii) and (iii) are referred to as the "Reporting Persons"). Ms. Fine is the sole Manager of FCA and the President of FCP. Brian Jozwiak is the Chief Financial Officer and Chief Operating Officer of the Reporting Persons.

(b) The business address of each of the Reporting Persons and each of the other executive officers of FCP is 152 West 57<sup>th</sup> Street, 37<sup>th</sup> Floor, New York, New York 10019.

(c) FCP provides investment management services to private individuals and institutions. FCA serves as the general partner of FCP. The principal occupation of Ms. Fine is investment management. The principal occupation of Mr. Jozwiak is Chief Operating Officer and Chief Financial Officer of FCP and its affiliates.

(d) None of the Reporting Persons, or other persons with respect to whom information is given in response to this Item 2, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons, or other persons with respect to whom information is given in response to this Item 2, has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) FCA is a Delaware limited liability company. FCP is a Delaware limited partnership. Ms. Fine and Mr. Jozwiak are United States citizens.

**Item 3. Source and Amount of Funds or Other Consideration**

The net investment costs (including commissions, if any) of the shares of Common Stock directly owned by the private investment funds is approximately \$38,027,173. Ms. Fine, FCP and FCA do not directly own any shares of Common Stock.

**Item 5. Interest in Securities of the Issuer**

(a) As of August 14, 2007, Ms. Fine beneficially owns 6,025,722 shares of Common Stock, which represents 6.85% of the Issuer's outstanding shares of Common Stock. FCP, FCA and Ms. Fine direct the voting and disposition of 6,025,722 shares of Common Stock representing 6.85% of the Issuer's outstanding shares of Common Stock. The percentage of beneficial ownership of the Reporting Persons, as reported in this Schedule 13D/A, was calculated by dividing (i) the number of shares of Common Stock beneficially owned by each Reporting Person as of August 14, 2007 as set forth in this Schedule 13D/A, by (ii) the 87,970,966 shares of Common Stock outstanding as of July 31, 2007, based upon the Issuer's Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2007.

(b) Ms. Fine and FCP have the power to vote and dispose of all of the shares of Common Stock held by the private investment funds.

(c) The transactions in the Issuer's securities by the Reporting Persons in the last sixty days are listed as Exhibit 1 attached hereto and made a part hereof.

(d) Not Applicable.

(e) Not Applicable.

**Item 7. Material to be Filed as Exhibits**

Exhibit 1 Transactions in the Issuer's securities by the Reporting Persons in the last sixty days.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 14, 2007

FINE CAPITAL PARTNERS, L.P.

By: Fine Capital Advisors, LLC,  
its general partner

By: /s/ Debra Fine

Name: Debra Fine

Title: Manager

FINE CAPITAL ADVISORS, LLC

By: /s/ Debra Fine

Name: Debra Fine

Title: Manager

/s/ Debra Fine

Debra Fine



**EXHIBIT 1**

<u>Date</u>	<u>Number of Shares Purchased/(Sold)</u>	<u>Price per Share</u>
7/23/2007	(105,000)	\$7.41
8/2/2007	200,000	\$5.49
8/6/2007	300,000	\$3.84
8/7/2007	220,000	\$3.99
8/8/2007	100,000	\$3.77