

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report February 7, 2001
(Date of earliest event reported)

Commission File No. 333-30795

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,
8th Floor
Lanham, Maryland 20706
(Address of principal executive offices)

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

Item 5. Other Events

On February 5, 2001, the Company issued the attached press release announcing that the Company has divested two stations in the Greenville, South Carolina market and two stations in the Richmond, Virginia market and acquired one station in the Dallas, Texas market.

Exhibit 1 Press Release: Radio One, Inc. Completes the Acquisition of Radio Station in Dallas, Texas and the Divestiture of Non-Core Stations in Richmond, VA and Greenville, SC.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RADIO ONE, INC.

/s/ Scott R. Royster

Scott R. Royster
Executive Vice President and Chief Financial Officer
(Principal Accounting Officer)

February 7, 2001

NEWS RELEASE
February 5, 2001
FOR IMMEDIATE RELEASE

RADIO ONE, INC. COMPLETES THE ACQUISITION OF RADIO STATION IN DALLAS, TEXAS AND
THE DIVESTITURE OF NON-CORE STATIONS IN RICHMOND, VA AND GREENVILLE, SC

Washington, DC - Radio One, Inc. (NASDAQ: ROIAK and ROIA) announced today that
- - - - -

it has completed the acquisition of a radio station in Dallas, Texas. This radio station, KTXQ-FM (formerly known as "KDGE-FM"), which is licensed to Gainesville, Texas, broadcasts on 94.5 MHz. The station was acquired from Sunburst Dallas, L.P. for approximately \$52.5 million. Additionally, the Company completed the sale of one radio station in Richmond, Virginia and two radio stations in Greenville, South Carolina to Cox Radio, Inc. for approximately \$52.5 million and one radio station in Richmond, Virginia to Honolulu Broadcasting, Inc. for approximately \$1.0 million.

Additionally, Radio One had previously entered into Asset Purchase and Licensing Agreements with Clear Channel Communications to acquire and/or license the intellectual property and the call sign "KTXQ-FM", serving the Dallas market and programmed in the "Jammin' Oldies" format. As part of those Agreements, Radio One acquired the exclusive right to program the "Jammin' Oldies" format in the Dallas, Texas market and use the call sign "KTXQ-FM", both of which it has transferred to the former "KDGE-FM". "Jammin' Oldies" is an Urban-oriented format which targets 25-54 year-old listeners.

In Richmond, Radio One divested WDYL-FM (an Alternative Rock station) and WARV-FM (a Country station). In Greenville, Radio One divested WJMZ-FM (an Urban station) and WPEK-FM (a Talk station).

Commenting on these transactions, Radio One CEO and President Alfred C. Liggins, III said, "This acquisition, in conjunction with the divestiture of non-core assets in Greenville, South Carolina and Richmond, Virginia makes great sense for our shareholders on several levels. First, through this acquisition we will have built a powerful cluster of Urban stations in one of the largest and fastest growing radio markets in the country. Second, we have divested non-Urban radio stations in Richmond where we will continue to own and/or operate all of the Urban radio stations and our stations in Greenville, which is one of the smallest markets in which we operate and which is not a core component of our national platform strategy. Third, these transactions allow us to enhance our long-term growth outlook and reinforce our major market Urban strategy without negatively affecting the Company's capital structure or our historical cash flow. This series of transactions reflects our strong commitment to our core competencies as well as financial and operational prudence."

- MORE -

- - RADIO ONE, INC. COMPLETES ACQUISITION OF RADIO STATION IN DALLAS, TEXAS AND
DIVESTITURE NON-CORE STATIONS IN RICHMOND, VIRGINIA AND GREENVILLE, SOUTH
CAROLINA

Radio One does not anticipate a significant impact to after-tax cash flow for 2001 as a result of these transactions.

Radio One is the nation's largest radio broadcasting company primarily targeting African-American and urban listeners. Pro forma for all announced acquisitions and divestitures, the Company owns and/or operates 47 radio stations located in 17 of the 50 largest African-American markets in the United States.

This press release may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Because these statements apply to future events, they are subject to risks and uncertainties that could cause actual results to differ materially, including the absence of a combined operating history with an acquired company or radio station and the potential inability to integrate acquired businesses, need for additional financing, high degree of leverage, granting of rights to acquire certain portions of the acquired company's or radio station's operations, variable economic conditions and consumer tastes, as well as restrictions imposed by existing debt and future payment obligations. Important factors that could cause actual results to differ materially are described in the Company's reports on Forms 10-K and 10-Q and other filings with the Securities and Exchange Commission.

For more information contact Scott R. Royster, Executive Vice President and Chief Financial Officer at 301-429-2642.