

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933****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, MD 20706**
(Address of principal executive offices)**Amended and Restated
1999 Stock Option and Restricted Stock Grant Plan**
(Full title of the plan)**ALFRED C. LIGGINS, III
CHIEF EXECUTIVE OFFICER
5900 PRINCESS GARDEN PARKWAY, 7TH FLOOR
LANHAM, MD 20706
(301) 306-1111**
(Name, address, and telephone number of agent for service)

With copies to:

**NORMA M. SHARARA
BUCHANAN INGERSOLL PC
1776 K STREET, N.W., SUITE 800
WASHINGTON, D.C. 20006
(202) 452-7900****CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Per Share Offering Price (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Class D common stock, \$.001 par value per share (4)	5,000,000	\$ 15.45	\$ 77,250,000	\$ 9,787.58(3)

- (1) The shares of Class D common stock, \$.001 par value per share (the "Class D Common Stock"), set forth in the Calculation of Registration Fee table and which may be offered pursuant to this registration statement include, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), such additional number of shares of the Common Stock as may be offered or issued as a result of any stock splits, stock dividends or similar transactions.
- (2) The offering price per share and aggregate offering price have been estimated, solely for the purposes of determining the registration fee, pursuant to Rule 457(h) on the basis of the high and low prices of Radio One, Inc.'s Class D Common Stock reported on the Nasdaq National Market on June 21, 2004.
- (3) Calculated pursuant to Section 6(b) of the Securities Act.
- (4) Reported under the symbol ROIAC on the Nasdaq National Market.

INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Pursuant to General Instruction E to the Form S-8, Radio One, Inc. (the "Company"), hereby incorporates by reference into this Registration Statement the contents of the Company's earlier Registration Statements on Form S-8 (File Nos. 333-100711, 333-62718, and 333-42342) relating to the Company's Amended and Restated 1999 Stock Option and Restricted Stock Grant Plan and amendments thereto.

Certain financial statements included in the Annual Report of the Company on Form 10-K with respect to the year ended December 31, 2003 and incorporated herein by reference were audited in part by Arthur Andersen LLP. After reasonable efforts, the Company has not been able to obtain the consent of Arthur Andersen LLP to the incorporation by reference of its audit report dated March 18, 2002 into this registration statement. Accordingly, Arthur Andersen LLP will not be liable to investors under Section 11(a) of the Securities Act because it has not consented to being named as an expert in this registration statement, and therefore such lack of consent may limit the recovery by investors from Arthur Andersen LLP.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Radio One, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lanham, State of Maryland, on June 24, 2004.

RADIO ONE, INC.

By: /s/ Scott R. Royster

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

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on June 24, 2004.

By: /s/ Alfred C. Liggins, III

Alfred C. Liggins, III
Chief Executive Officer, President, Treasurer and Director
(Principal Executive Officer)

By: /s/ Catherine L. Hughes

Catherine L. Hughes
Chairperson of the Board of Directors and Secretary

By: /s/ Brian W. McNeill

Brian W. McNeill
Director

By: /s/ Terry L. Jones

Terry L. Jones
Director

By: /s/ L. Ross Love

L. Ross Love
Director

By: /s/ D. Geoffrey Armstrong

D. Geoffrey Armstrong
Director

By: /s/ Ronald E. Blaylock

Ronald E. Blaylock
Director

INDEX TO EXHIBITS

- Exhibit 4.1 Radio One, Inc. Amended and Restated 1999 Stock Option and Restricted Stock Grant Plan (incorporated by reference to Radio One's definitive proxy statement (File No. 0-25969) filed on April 27, 2004).
- Exhibit 5.1 Opinion of Buchanan Ingersoll PC, filed herewith.
- Exhibit 23.1 Consent of Buchanan Ingersoll PC (included in Exhibit 5.1).
- Exhibit 23.2 Consent of Arthur Andersen LLP is omitted pursuant to Rule 437a.
- Exhibit 23.3 Consent of Ernst & Young LLP, filed herewith.

June 24, 2004

Board of Directors
Radio One, Inc.
5900 Princess Garden Parkway
7th Floor
Lanham, MD 20706

Ladies and Gentlemen:

We have acted as counsel to Radio One, Inc., a Delaware corporation (the "Corporation"), in connection with the proposed issuance by the Corporation of up to 5,000,000 additional shares (the "Shares") of the Corporation's Class D common stock, par value \$.001 per share (the "Common Stock"), pursuant to the terms of the Radio One, Inc. Amended and Restated 1999 Stock Option and Restricted Stock Grant Plan (the "Plan").

In connection with such proposed issuance, we have examined the Plan, the Amended and Restated Certificate of Incorporation of the Corporation, as amended, the Amended and Restated Bylaws of the Corporation, as amended, the relevant corporate proceedings of the Corporation, the Registration Statement on Form S-8 covering the issuance of the Common Stock, and such other documents, records, certificates of public officials, statutes and decisions as we consider necessary to express the opinions contained herein. In the examination of such documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to those original documents of all documents submitted to us as certified or photostatic copies.

In rendering the above opinions, we have assumed in all cases that the Registration Statement is effective under the Securities Act of 1933, as amended, and remains in effect. It is understood that this opinion is to be used only while the Registration Statement remains effective with the Securities and Exchange Commission.

Based on the foregoing, we are of the opinion that when the Shares have been duly issued and delivered pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. By giving this consent, we are not admitting that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

We are licensed to practice law in the District of Columbia and do not hold ourselves out to be experts on, or generally familiar with or qualified to express a legal opinion on, the laws of any jurisdiction other than the federal laws of the United States of America and the general corporate law of the State of Delaware.

Please note that we are opining only as to matters expressly set forth herein, and no opinion should be inferred as to any other matters.

We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

BUCHANAN INGERSOLL PC

By: /s/ Norma Sharara

Norma Sharara

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 1999 Stock Option and Restricted Stock Grant Plan of Radio One, Inc. of our report dated February 7, 2004, with respect to the consolidated financial statements and schedule of Radio One, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2003, as filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia
June 18, 2004