Despite two-decade long HIV prevention efforts, recent reports suggest that new HIV infections are on the rise in the United States (CDC, 2008). To address this, many researchers believe that we must achieve a greater understanding of the motivations behind sexual risk-taking in order to develop targeted HIV-prevention interventions. This study investigated the contribution of feelings of low competence, autonomy, and relatedness (unmet basic needs) and feelings of negative affect, anxiety, and depression (psychological distress) in predicting engagement in sexual risk behavior over the course of 6-8 weeks. Results indicated that deficits in competence and relatedness, as well as elevations in negative affect, depression, and anxiety from one week predicted involvement in various types of risky sexual behavior the following week, but so also did elevations in autonomy and relatedness. Implications of these findings for the creation of effective HIV prevention programming and future research in the area of sexual risk-taking are discussed.