

UNITED STATES
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 (Date of earliest event reported): September 10, 2015 (September 10, 2015)

Gray Television, Inc.

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction
of incorporation)

001-13796

(Commission File Number)

58-0285030

(IRS employer
Identification No.)

4370 Peachtree Road, Atlanta GA

(Address of principal executive offices)

30319

(Zip Code)

Registrant's telephone number, including area code

(404) 504-9828

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 – Regulation FD Disclosure

Beginning on September 10, 2015, Gray Television, Inc. (the “Company”) intends to meet from time to time and make presentations to prospective investors. Exhibit 99.1 provides a copy of the slides that may be used in connection with and/or referenced in such meetings. Exhibit 99.1 is incorporated herein by reference.

The information set forth under this Item 7.01 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as may be expressly set forth by specific reference in such filing.

Item 9.01 – Financial Statements and Exhibits

<u>Number</u>	<u>Name</u>
99.1	Prospective investor meeting slides

SIGNATURES

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 hereunto duly authorized.

GRAY TELEVISION, INC.

By: /s/ James C. Ryan

Name: James C. Ryan
Title: Senior Vice President and
Chief Financial Officer

Date: September 10, 2015

EXHIBIT INDEX

<u>Number</u>	<u>Name</u>
99.1	Prospective investor meeting slides



gray
Television • Digital • Mobile

Gray Television, Inc. Investor Presentation NYSE:GTN



September 2015

Certain statements in this presentation constitute “forward-looking statements” within the meaning of and subject to the protections of the Private Securities Litigation Reform Act of 1995 and other federal and state securities laws. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such “forward-looking statements.” Factors that could cause our actual results to differ materially from those expressed or implied by any forward-looking statements are described under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2014 and may be contained in our other reports subsequently filed with the SEC.

See the appendix to this presentation for the definition of certain capitalized terms used herein. Reconciliations of the Company’s non-GAAP measures of broadcast cash flow, broadcast cash flow less cash corporate expenses, operating cash flow as defined in the credit agreement, and free cash flow are contained in the appendix



gray
Television • Digital • Mobile

Overview

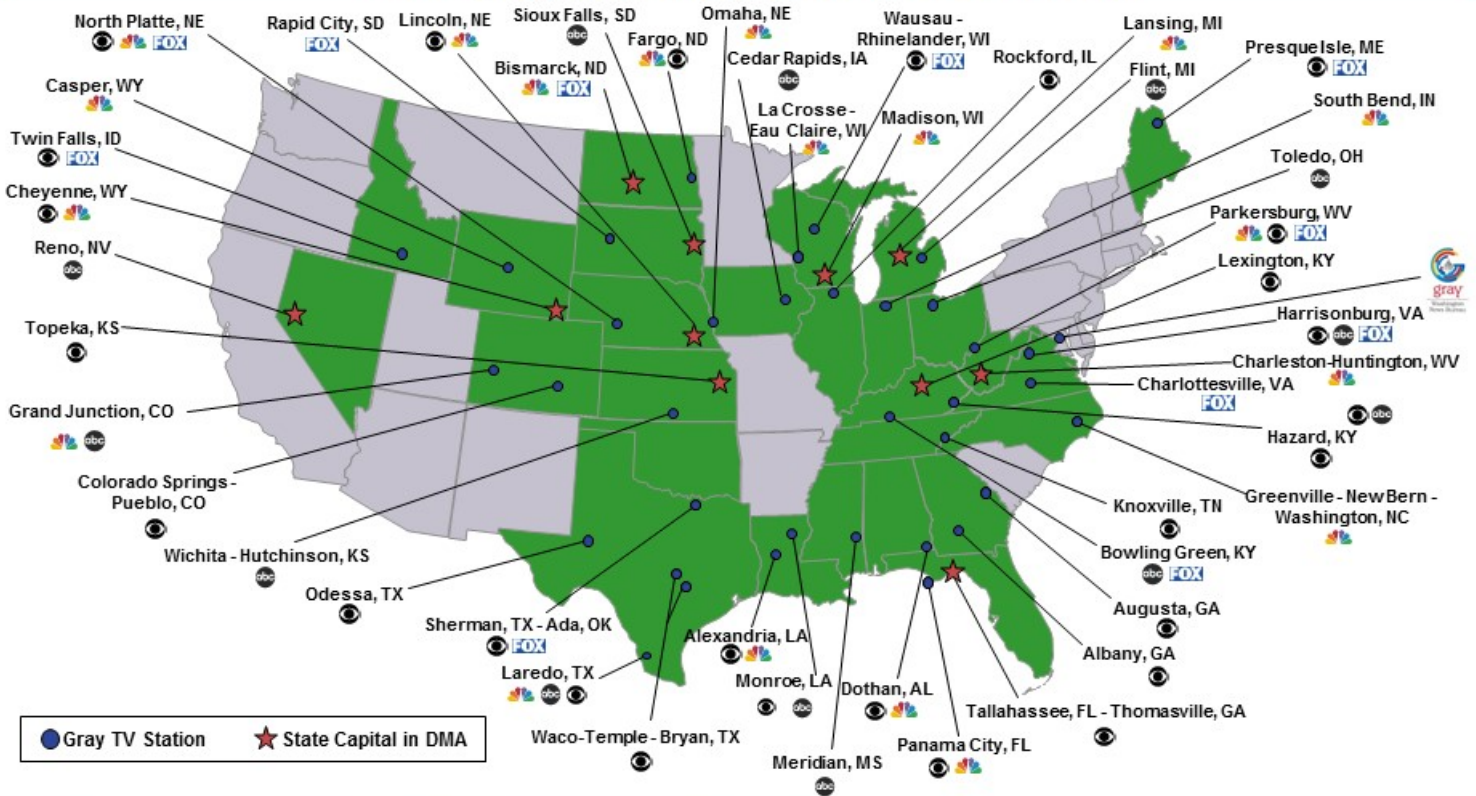
An Industry Leading Power



Gray TV has a Diverse and National Footprint



Ranked #1 or #2 in 43 of 46 Markets
Reaching approximately 8.5% of US TV households





Cedar Rapids, IOWA

DMA 90 / 341,960 TV HH

- **KCRG ABC - #1 News & #1 Viewing & #1 Revenue**
- **38% Total Local TV Audience Share / 42.8% Total Local TV Market Revenue Share**
- **Multi Decade Commitment to Strong Local News and Community Service**
- **University of Iowa and Kirkwood Community College – Enrollment 45,000+**
- **Purchase Price \$100 million**
 - **Approximately 6.9 x Average 15/16 Buy side BCF multiple**
 - **Financed by cash on hand**
- **Very Large Political Revenue anticipated for...**
 - **Remainder of 2015 --- over \$2.0 million of orders as of 9/1/15**
 - **Early 2016**
- **Purchased Most Non-License Assets and commenced LMA on 9/1/15**
 - **License asset closing is subject to regulatory approval and is currently expected to close in the 4th quarter of 2015**

Significant Scale Poised for Long-Term Success



	Net Revenue	BCF	OCF	FCF
2014 PF (in millions)	\$621	\$273	\$257	\$151

161 program streams

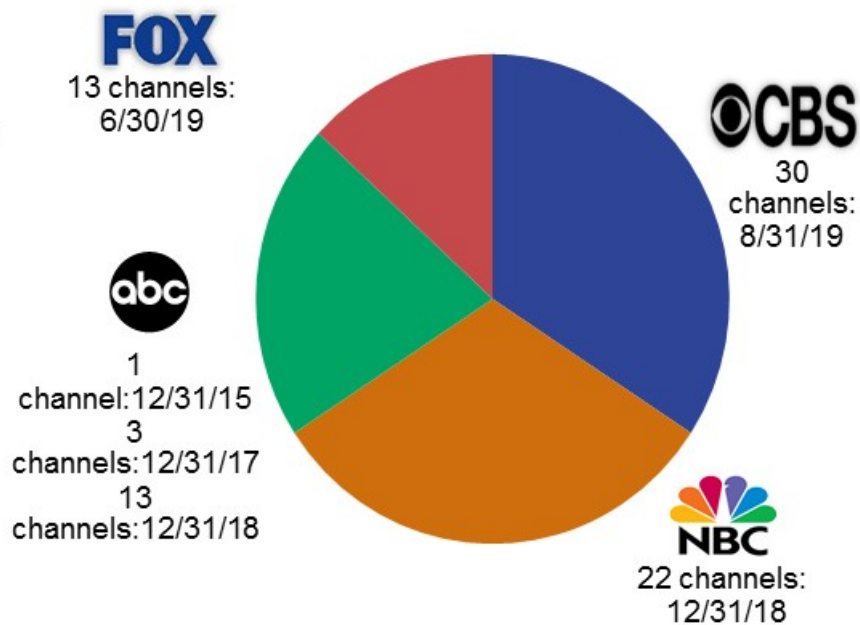
82 “Big 4” network affiliations

77 stations

46 markets

14 markets with two “Big 4” network affiliations

5 markets with three “Big 4” network affiliations



The Importance of Being #1



- Dominate local and political revenue with highly-rated news platforms
- #1 Stations Can secure more than half of a market's political ad buys
- Greater purchasing power and leverage with MVPDs, programmers, and other vendors
- Deliver higher margins
- Maximize free cash flow
- Exploit best practices
- Attract and retain high quality talent
- Leverage new Washington DC News Bureau

Gray Dominates the Industry with the Highest Quality Portfolio of Local Television Stations

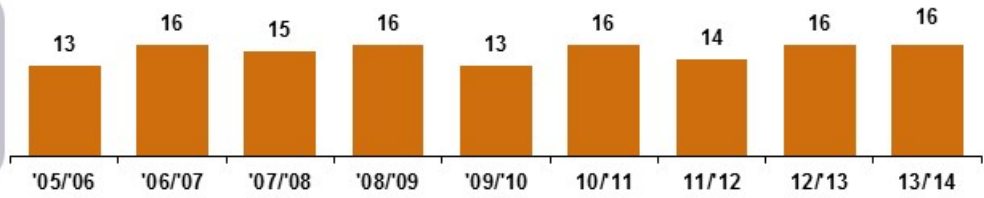
- ✓ **43** of 46 markets with stations ranked #1 or #2
- ✓ **32** of 46 markets with #1 news ranking
- ✓ **One of Two** pure-play TV broadcasters with a full-time Washington DC News Bureau



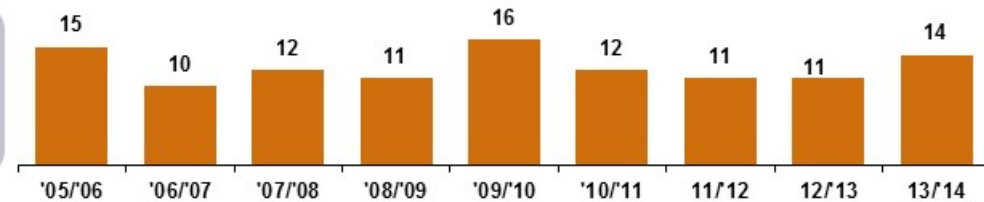
The Importance of Being #1



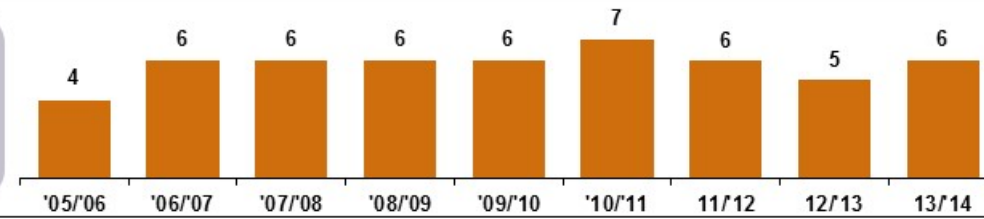
Long History of Being #1 in the Market



CBS National Ranking



NBC National Ranking



ABC National Ranking

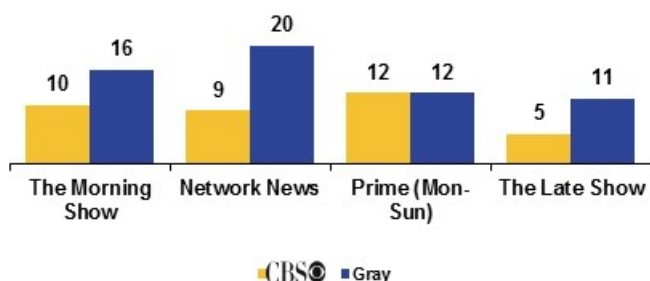
Source: Nielsen Media Research

Gray Television, Inc.

Gray's Stations Over-Index Every Major Network

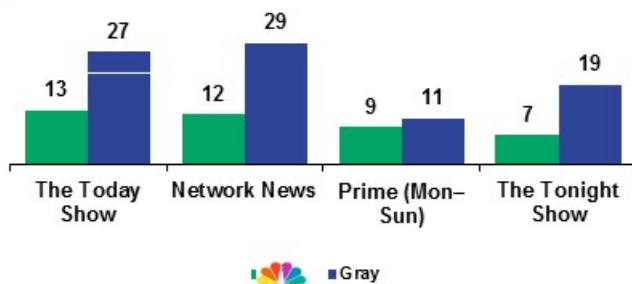


CBS vs. Gray
November '14 Household Share

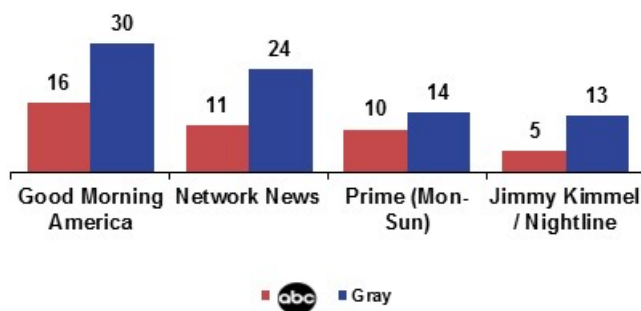


CBS, NBC, and ABC perform far better on Gray's stations than national averages across all key day-parts

NBC vs. Gray
November '14 Household Share



ABC vs. Gray
November '14 Household Share



Source: Nielsen Media Research, November 2014

Gray Dominates Local News and Information



+91%

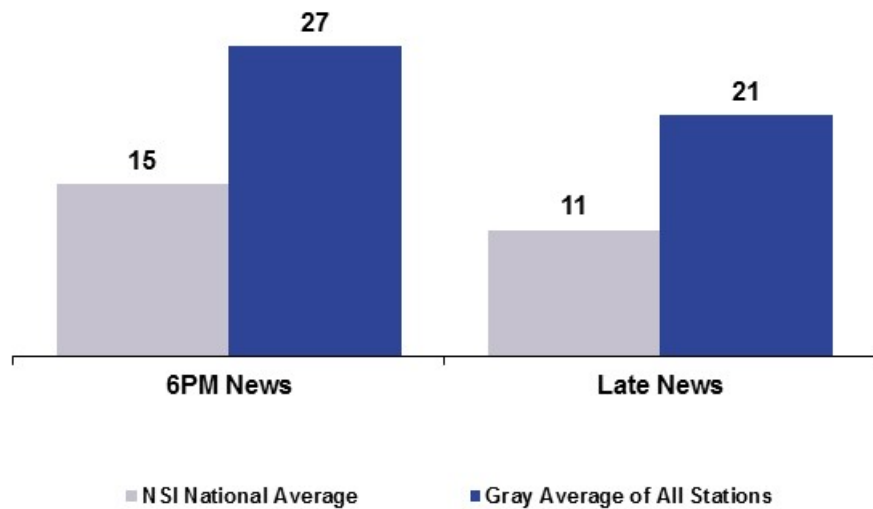
Amount by which Gray's late local newscasts outperform the national average...

+80%

Amount by which Gray's 6PM newscasts outperform the national average...

Gray's national Household Share average exceeds all major affiliate news programs

National Average vs. Gray November '14 Household Share



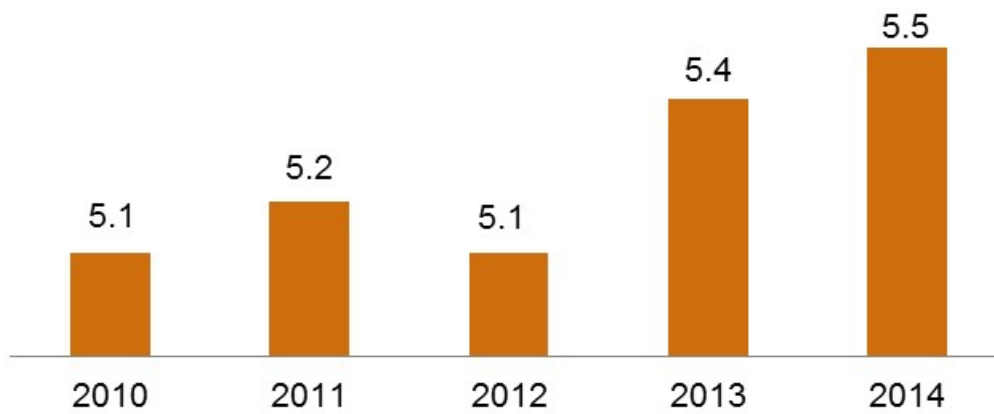
Source: Nielsen Media Research, November 2014

Gray Has Long-Term Ratings GROWTH



November DMA Rating – All Viewing⁽¹⁾

8% Ratings Growth Since 2010

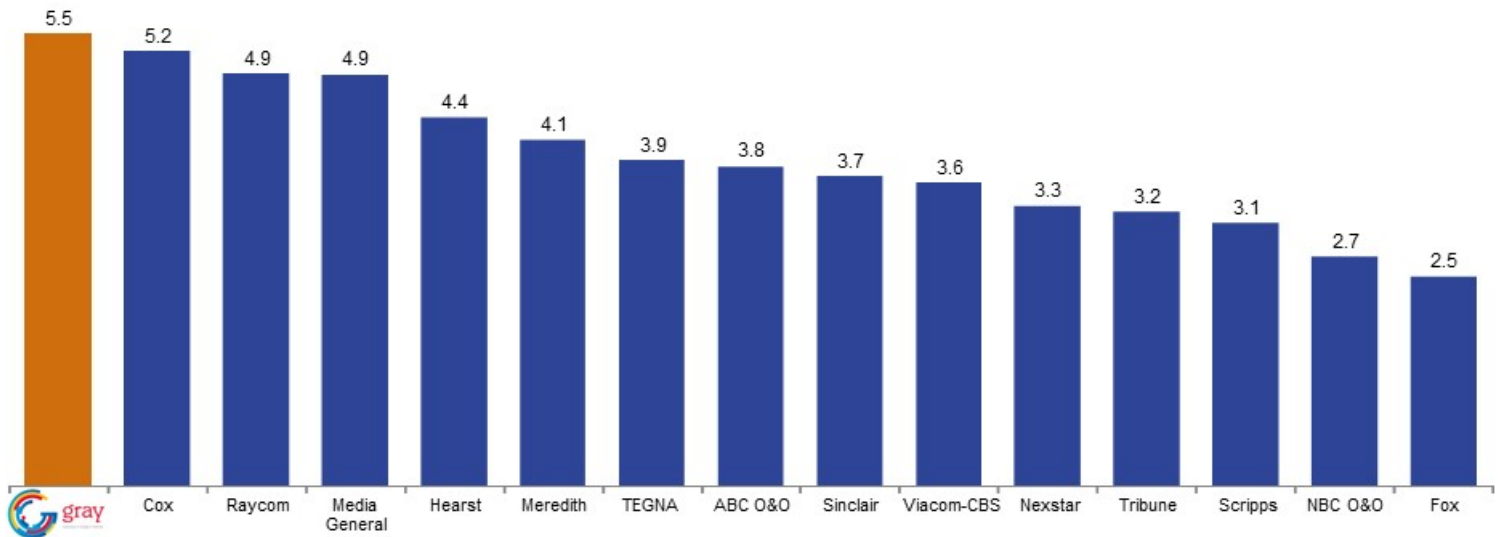


(1) November DMA Average Rating in DMA TV HH Monday-Sunday 8:00pm to 2:00am

Gray Leads the Industry in Ratings



Household Rating Analysis – November 2014

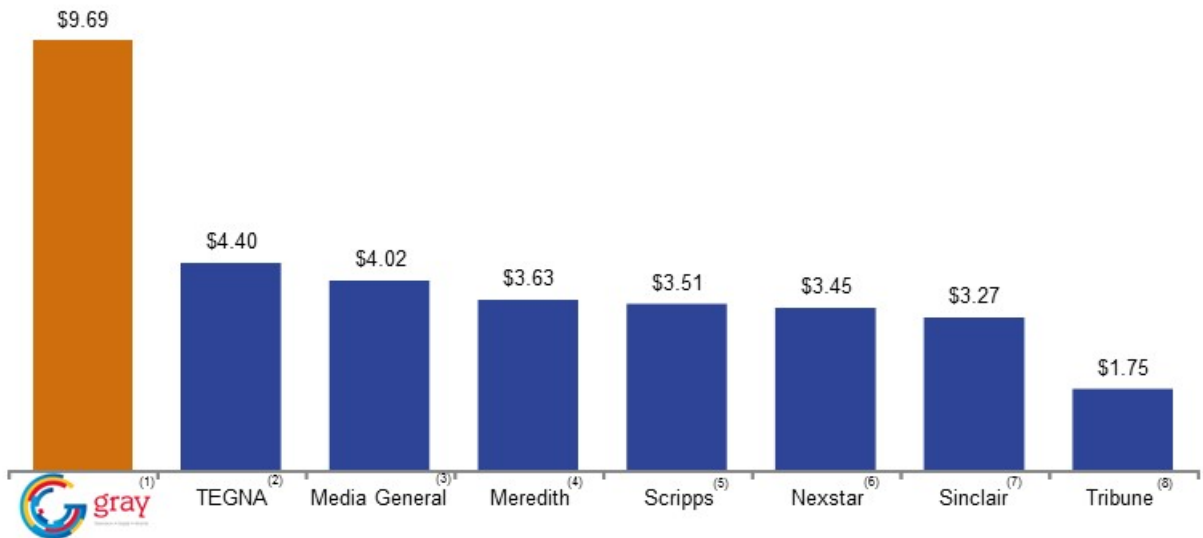


Source: Nielsen Media Research, November 2014; M-Sun/6a-2a

Gray Leads the Industry in Political Ad Revenues



2014 Political Revenue Per TV Household



2014 Political Revenue (\$mm)	\$94	\$160	\$111	\$46	\$76	\$56	\$147	\$90
2014 TV Households (mm)	9.7	36.4	27.6	12.7	21.6	16.2	45.0	51.7

Source: Company filings, Investor presentations, BIA data

(1) Pro Forma

(2) Pro Forma for Belo and London transactions

(3) Media General pro forma for LIN; Reported in Media General's Investor Presentation dated 3/12/2015

(4) Based on Calendar year ending 12/31/14; Fiscal year ends 6/30

(5) Scripps pro forma for Journal; Reported in Scripps' and Journal's 2014 10-Ks

(6) Political revenue on gross "as reported basis" net of implied % agency commission; TV Households incorporate closed acquisitions only; Reported in Nexstar's 2014 10-K

(7) On a Pro Forma basis; Reported in Sinclair's March 2015 Investor Presentation

(8) As reported in Tribune Media Company's 2014 Earnings Presentation and Earnings Call

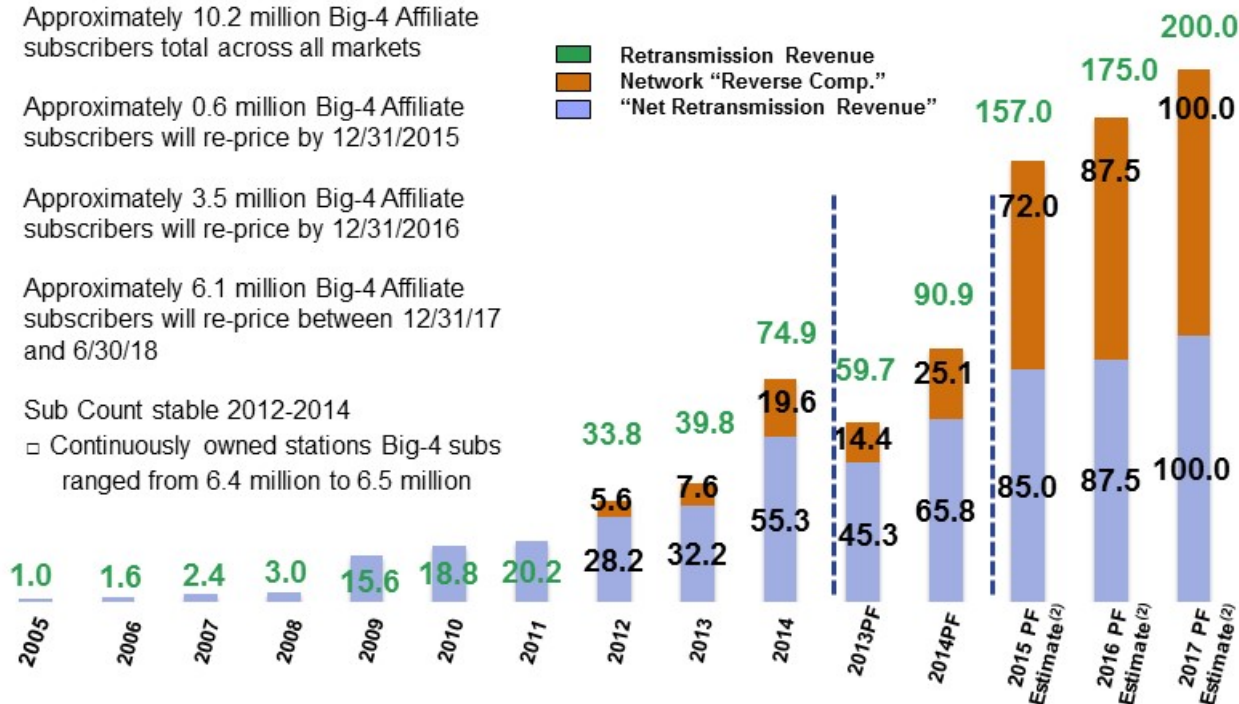
Gray Excels at Retrans



Gray TV Retransmission Revenue in Millions

- Approximately 10.2 million Big-4 Affiliate subscribers total across all markets
- Approximately 0.6 million Big-4 Affiliate subscribers will re-price by 12/31/2015
- Approximately 3.5 million Big-4 Affiliate subscribers will re-price by 12/31/2016
- Approximately 6.1 million Big-4 Affiliate subscribers will re-price between 12/31/17 and 6/30/18
- Sub Count stable 2012-2014
 - Continuously owned stations Big-4 subs ranged from 6.4 million to 6.5 million

■ Retransmission Revenue
■ Network "Reverse Comp."
■ "Net Retransmission Revenue"



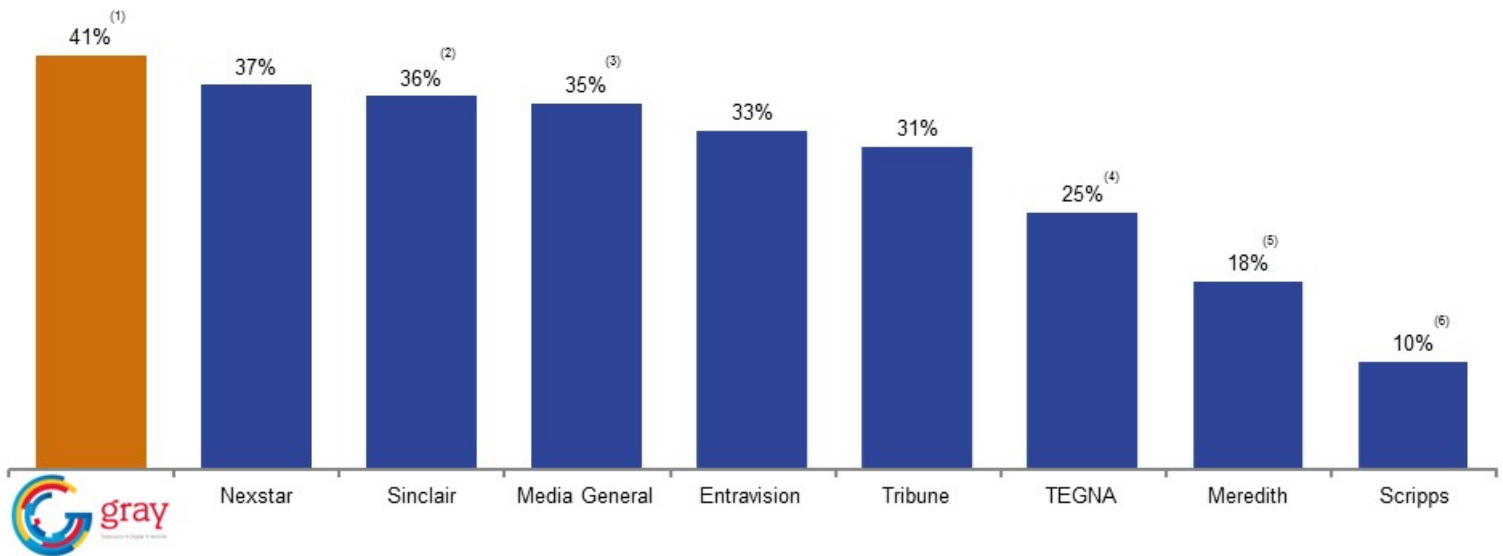
(1) Gray actual data per Company; 2013PF and 2014 PF includes the completed Acquisitions and Montana Disposition

(2) Per current Company estimate PF. 2016 & 2017 assume Network Affiliation fees (a.k.a. "Network Reverse Compensation") equal to 50% of retransmission revenue. Actual results may vary from current estimates.

Gray TV Leads Industry In Operating Margins



2014 EBITDA Margins



Source: Company filings, Investor presentations

Note: Based on "as-reported" financials for all companies except Gray TV and Media General, which are reported on a "combined historical" basis

(1) Based on 2014 Pro Forma Operating Cash Flow

(2) Based on Non-GAAP reconciliation available on Sinclair Broadcasting's website

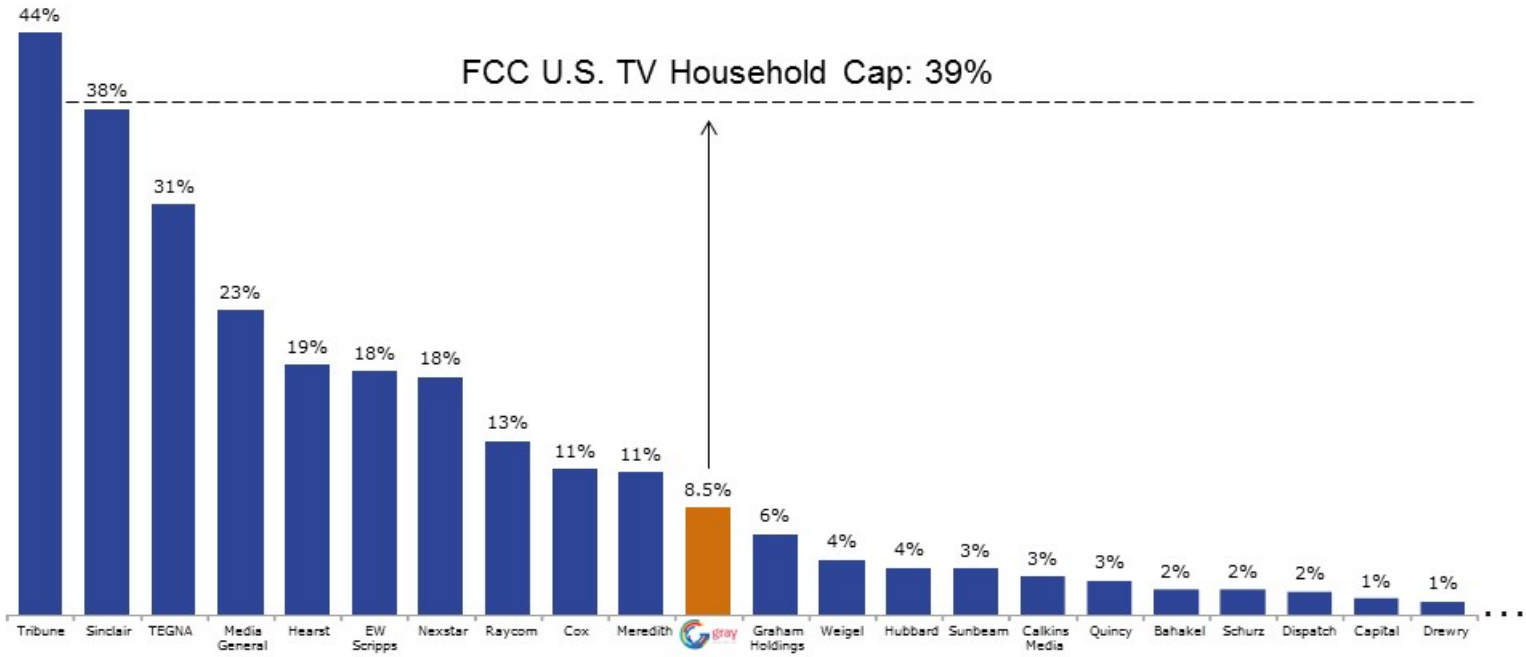
(3) Media General pro forma for LIN, including \$16 million in Young synergies and \$35 million in LIN run rate synergies; Reported in Media General's Investor Presentation dated 3/12/2015

(4) Based on consolidated revenue and EBITDA

(5) Based on consolidated revenue and EBITDA and calendar year ending 12/31/14; Fiscal year ends 6/30

(6) Based on consolidated revenue and EBITDA; Calculated as segment profits less corporate and pension plan expense; Reported in Scripps' 2014 10-K

Significant Opportunity for Continued Growth



Source: Company filings, BIA, company websites
 Note: Excludes Big Four networks



Investment Highlights



Investment Highlights



- ✓ A Leading Television Broadcaster in Diverse Mid-Markets with Dominant Market Positions
- ✓ Improving Advertising Market and Diversification of Revenue Mix
- ✓ Large Political Upside in Election Years with Presence in Key States
- ✓ Strong Growth in Net Retransmission Revenue and Increasing Leverage With Networks
- ✓ Successful New Media Initiatives and Spectrum Upside
- ✓ Robust Free Cash Flow Generation Over a Two Year Cycle
- ✓ Experienced Management with a Track Record of Accretive Transactions and Successful Integrations

Highly Experienced Senior Management

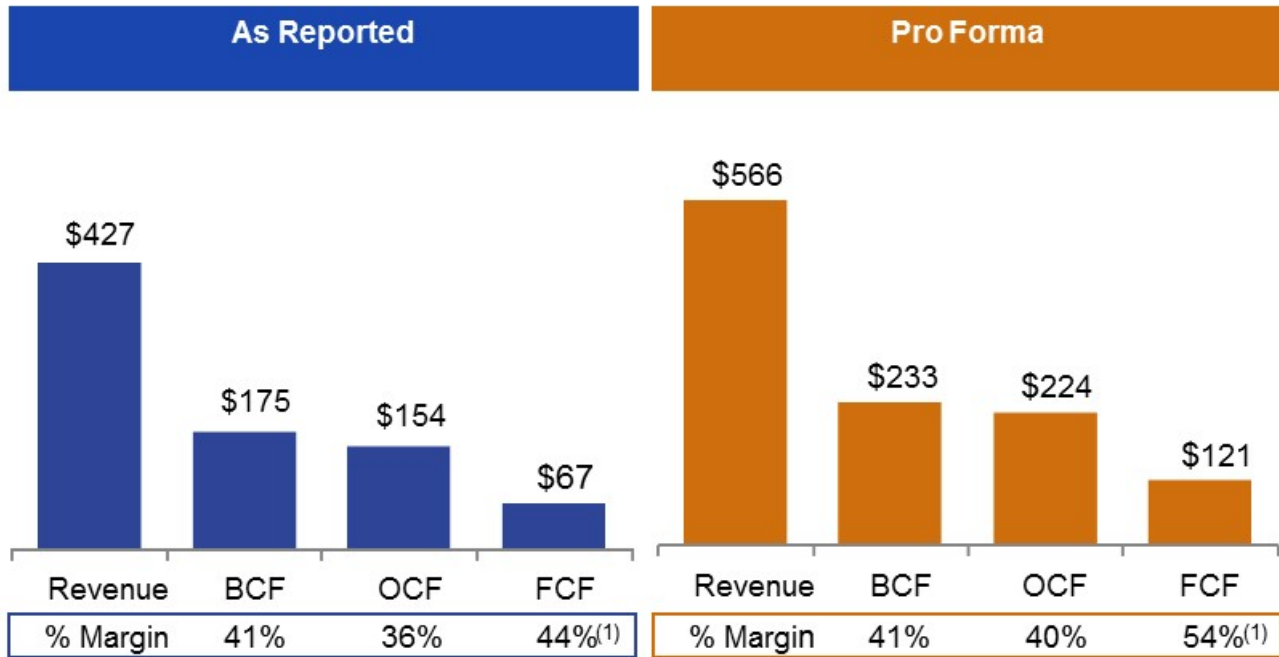


Name	Years at Gray TV	Years in Industry	Background and Notable Achievements
Hilton H Howell, Jr. <i>Director, Vice Chairman, President & CEO</i>	22	22	<ul style="list-style-type: none"> CEO since 2008, Vice Chairman since 2002 and director since 1993 Served as President and CEO of Atlantic American Corporation since 1995 Served as EVP and General Counsel of Delta Life Insurance Company and Delta Fire & Casualty Insurance Company since 1991 Served on the NBC Affiliate Board since 2014
James C. Ryan <i>SVP & CFO</i>	16	30	<ul style="list-style-type: none"> CFO since 1998 and additionally serves as SVP of Finance Served as SVP since 2002 and as VP from 1998 to 2002 Served as the CFO of Busse Broadcasting Corporation from 1987 to 1998
Kevin P. Latek <i>SVP – Business Affairs</i>	3	18	<ul style="list-style-type: none"> Joined Gray in 2012, after spending 15 years representing television broadcasters in FCC regulatory and transactional matters with law firm Dow Lohnes Member of the CBS Affiliates Board; former member of, and previously counsel to, Fox Affiliate Board of Governors
Nick Waller <i>SVP – Mid-Atlantic & South</i>	13	13	<ul style="list-style-type: none"> Joined Gray in 2000, after spending 20 years with Datasouth Computer Corporation, first as CFO and eventually as President Director of the Florida Association of Broadcasters
Bob Smith <i>SVP – Midwest & West</i>	14	29	<ul style="list-style-type: none"> Started as an account executive at Gray TV in Eau Claire, Wisconsin in 1986 Served as SVP since July 2013 and served in various roles from 1986 – 2013 at Gray TV Has served on the Board of Directors of the Wisconsin Broadcaster Association, among others
Jason Effinger <i>SVP – Media & Technology</i>	14	24	<ul style="list-style-type: none"> Joined Gray TV in 2001 as a station manager Served as SVP since July 2013 and served as Regional VP prior to that Serves as Vice Chair of the Nebraska Broadcasters Association

Acquisitions Announced and Closed in 2014 Significantly Increased Scale and Margins



Summary Financial Metrics '13A/'14A Blended 2-Year Averages In Millions



(1) % of OCF

Diversification Across Networks and Markets



Station Mix

161 Total Program Streams:

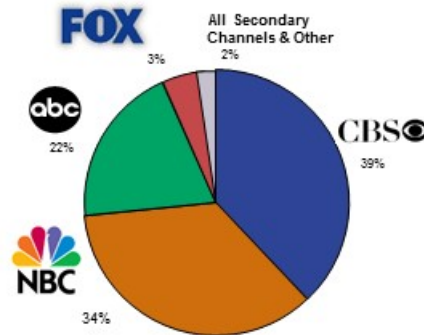
82 Big 4 Affiliates:

- 30 CBS
- 22 NBC
- 17 ABC
- 13 FOX

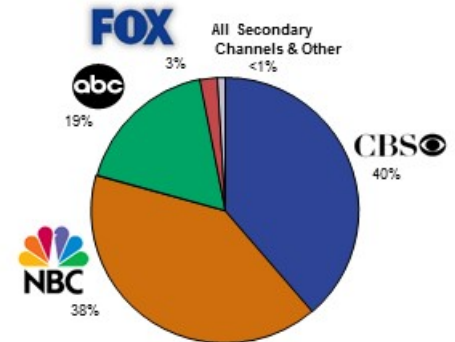
79 Additional Program Streams:⁽²⁾

- 17 CW
- 2 Telemundo
- 20 MyNetwork TV
- 19 MeTV Network
- 7 Antenna TV
- 2 This TV Network
- 2 MOVIES! Network
- 10 Local News/Weather

2014PF Revenue by Affiliate: \$621mm ⁽¹⁾



2014PF BCF by Affiliate: \$273mm ^{(1), (3)}



No single market represents >10% of total revenue or BCF









(1) Pro Forma
 (2) Certain program channels are affiliated with more than one additional network simultaneously
 (3) Excludes corporate expenses












Stable Markets – Concentration on DMAs 61-209 with Focus on State Capitals / Collegiate Presence



- Gray stations cover 12 state capitals and 25 university towns
- Enrollment of approximately 602,000 students

- Better demographics, more stable economies

Market	College(s)	Approximate Enrollment
Waco, TX	 	75
Topeka, KS	 	53
Lansing, MI		50
Cedar Rapids, IA	 	45
Tallahassee, FL	 	43
Madison, WI		43
Lexington, KY		30
Knoxville, TN		27
Lincoln, NE		25
Greenville, NC		22
Toledo, OH		21
Charlottesville, VA		21
Bowling Green, KY		21

Market	College(s)	Approximate Enrollment
Reno, NV		20
Harrisonburg, VA		20
Sioux Falls, SD		13
Cheyenne, WY		11
Charleston-Huntington, WV		10
Monroe, LA		9
Flint, MI		9
Colorado Springs, CO		9
South Bend, IN		8
Twin Falls, ID	 	8
Odessa, TX	 	5
Bismarck, ND		4

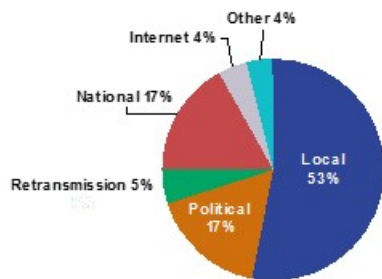
Source: College/University website
Note: Shading indicates DMA includes state capital. Enrollment in thousands.

Revenue Mix Continues to Diversify

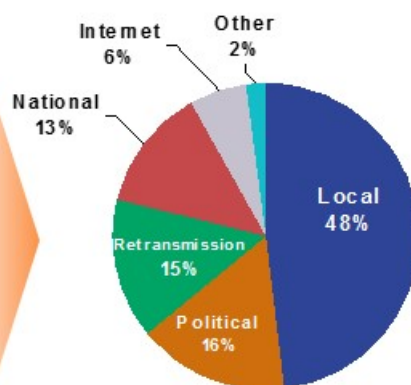


- Growth in net revenue, driven by increases in core revenue, political, retransmission and internet revenues
- Revenue mix continues to diversify from traditional ad-based sources to new media – internet and subscriber driven – and retransmission revenue
- Diversification lowers overall revenue volatility

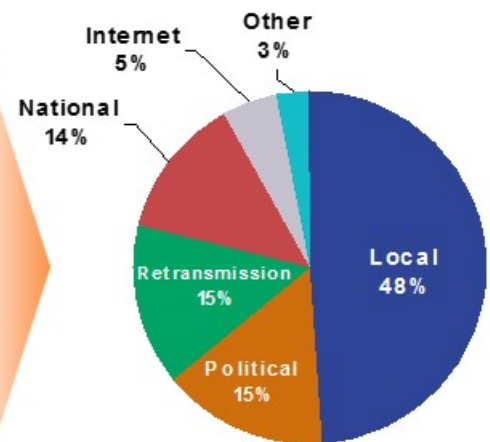
2010A Net Revenue Mix:
\$346mm ⁽¹⁾



2014A Net Revenue Mix:
\$508mm ⁽¹⁾



2014PF Net Revenue Mix:
\$621mm ⁽²⁾

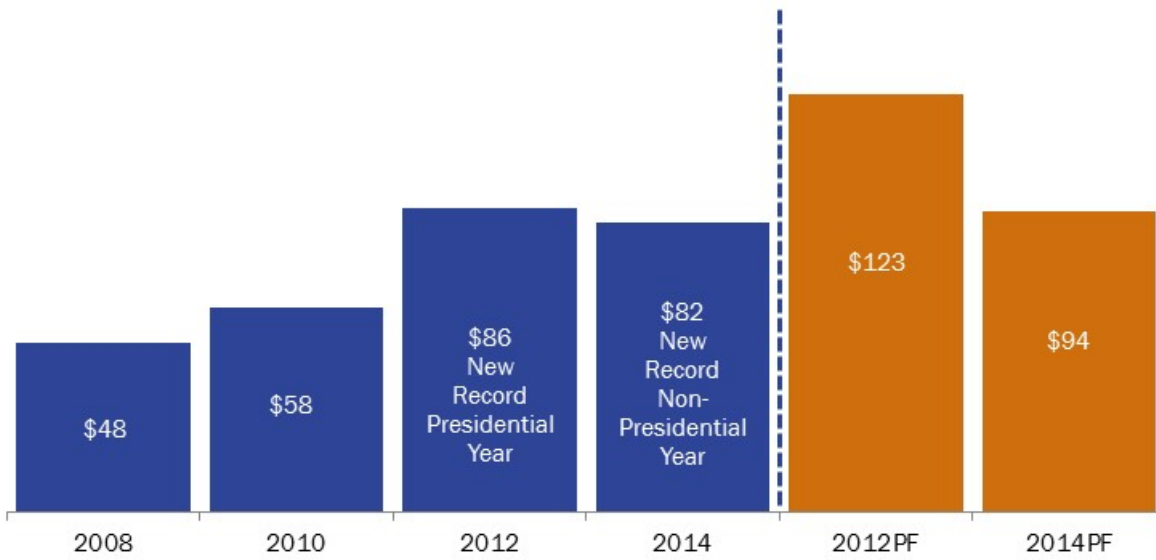


(1) 2010A and 2014A reflect Gray actual data per Company
 (2) 2014 Pro Forma

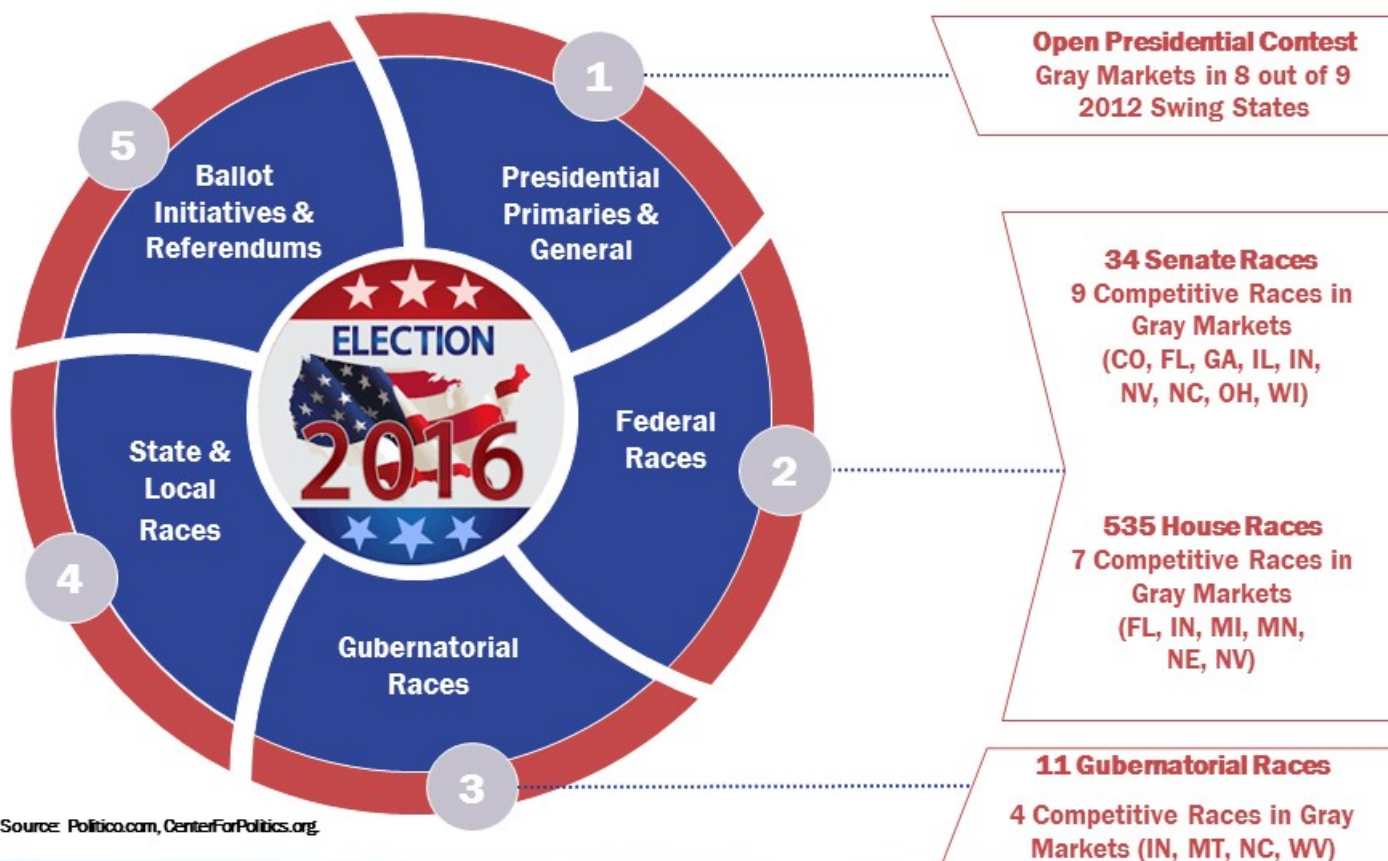
Gray is a Leading Beneficiary of Political Revenue with Large Upside in Presidential Years



Gray TV Political Revenue in Millions



November 8, 2016 Elections



Source: Politico.com, CenterForPolitics.org

Successful Digital Media Initiatives



- Operate web and mobile applications in all markets
 - Approximately 80% of all traffic is mobile
- Focused on local content: news, weather, sports
 - Estimating 2 Billion page views in 2015
 - Estimating 3.5 million live video streams in 2015
- All sites use responsive design
- Social Media
 - 100 TV Station Social Media Accounts – approximately 4.3 million followers
 - Over 1,000 Social Media Accounts including TV Station news/weather/sports staff



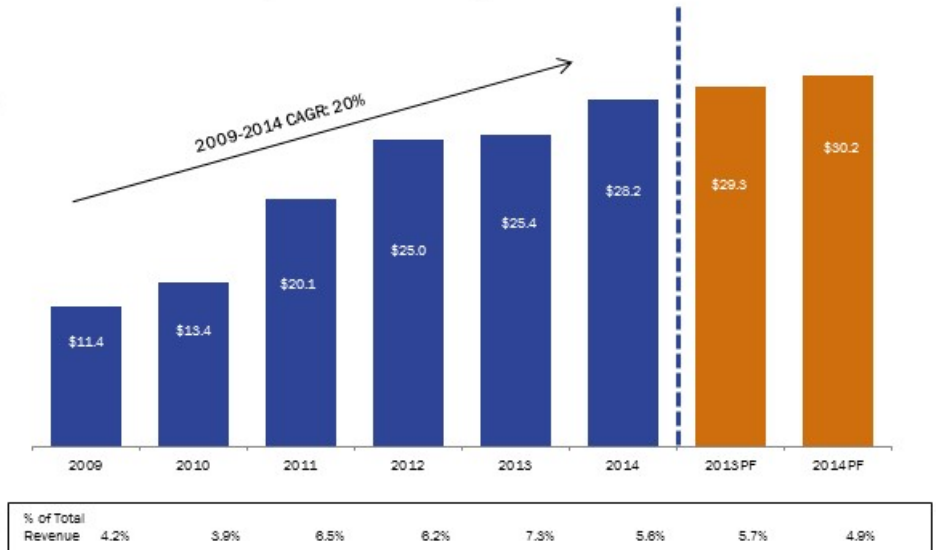
- "Moms Everyday" digital vertical; deployed in each Gray TV market and continues to expand to other markets



- Full service digital solutions

Gray TV Digital Media Revenue in Millions

Anticipate 3+ Billion Digital Ads Served in 2015



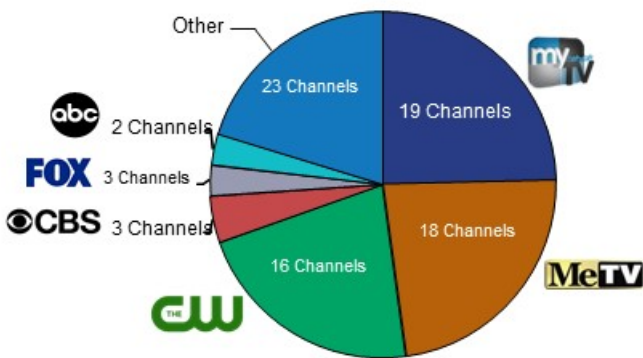
50% plus margin on digital revenue

Significant Potential Upside from Spectrum Monetization Opportunities



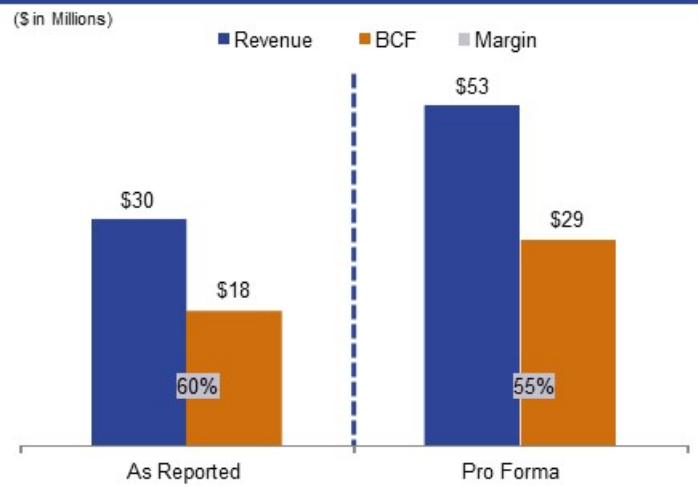
- One of first broadcasters to monetize digital spectrum
- 84 secondary channels of programming today
- Opportunities to benefit from the 2016 FCC Broadcast Incentive Auction
- Potential opportunities from future changes to new broadcast technical standard

Growing Secondary (D2) Channels ⁽¹⁾



(1) Certain program channels are affiliated with more than one additional network simultaneously

Secondary Channel 2014 Financials





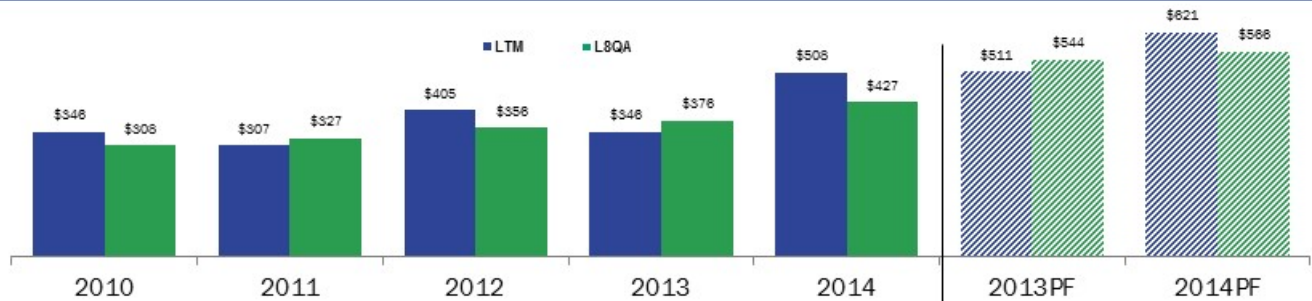
Financial Overview



Gray TV's Financial Scale Continues to Increase



Net Revenue ⁽¹⁾



L8QA Growth	3%	6%	9%	5%	14%	--	4%
LTM 2-Yr. Growth	6%	14%	17%	13%	25%	--	8%

Operating Cash Flow ⁽¹⁾

(\$ in millions)



L8QA Margin	34%	36%	38%	38%	36%	43%	40%
LTM Margin	39%	32%	43%	33%	38%	38%	41%

- (1) Gray actual data per Company; 2013PF and 2014PF
- (2) Gray standalone Capex as a percentage of Gray standalone Revenue
- (3) PF Capex as a percentage of PF Revenue

Capital Expenditures ⁽¹⁾

(\$ in millions)

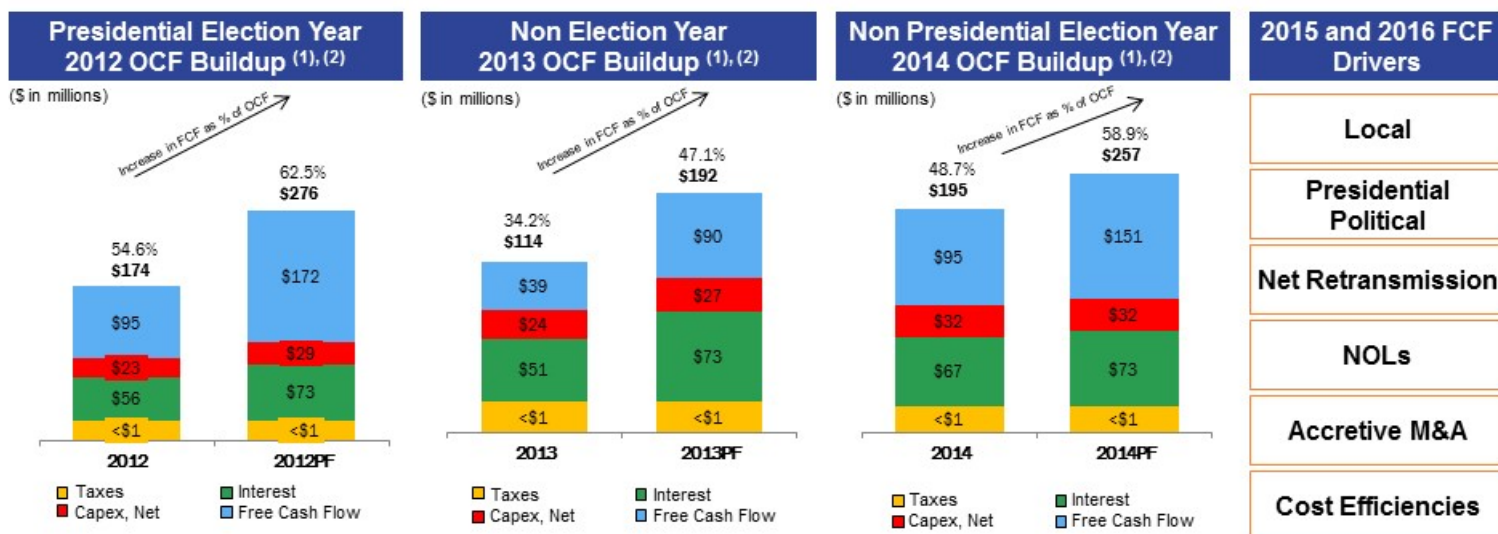


% of Revenue ⁽²⁾	6%	7%	6%	7%	6%
% of PF Revenue ⁽³⁾	-	-	5%	5%	5%

Robust Free Cash Flow Generation



- Gray realized record free cash flow of \$95 million in 2014; \$151 million pro forma FCF in 2014
- Gray's free cash flow is expected to increase with the Acquisitions due to the incremental OCF despite a moderate increase in capital and corporate expenditures
- Gray also benefits from ~\$160 million in net operating loss carryforwards as of 12/31/14



(1) Pro Forma interest expense estimated with Pro Forma incremental indebtedness and estimated cash interest
 (2) Gray actual data per Company; 2012PF, 2013PF and 2014PF

Prudent Balance Sheet Management Leads to Deleveraging

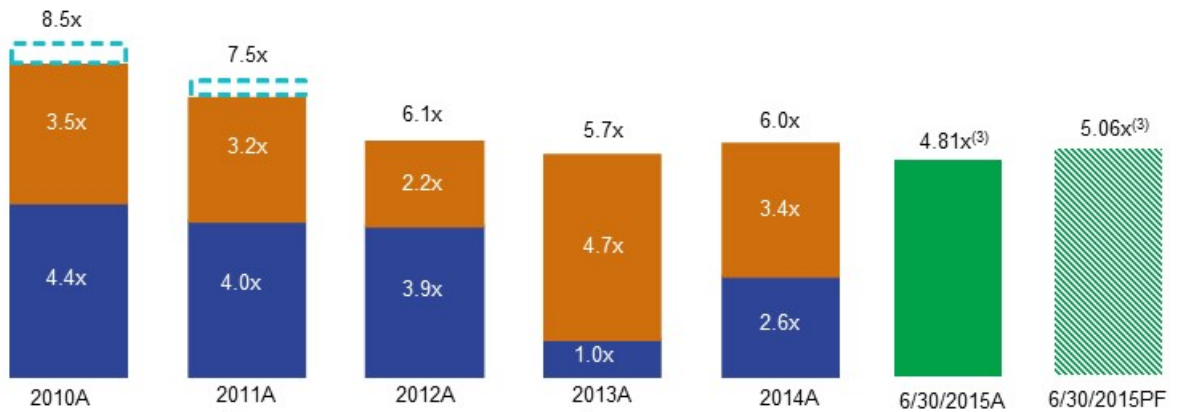


- Gray has significantly reduced secured and total leverage from historical levels
- Gray's strategic investments have diversified its revenue base, allowing for significant free cash flow in both political and non-political years

Net Financial Leverage ⁽¹⁾

(\$ in millions)

■ Secured Net Debt / OCF ■ Net Debt / OCF ■ Preferred Stock / OCF



Net Debt ⁽²⁾	\$828	\$832	\$824	\$823	\$1,201	\$1,009 ⁽³⁾	\$1,183 ⁽³⁾
Net Debt + Preferred Stock	\$881	\$872	\$824	\$823	\$1,201	\$1,009 ⁽³⁾	\$1,183 ⁽³⁾
L8QA OCF	\$104	\$117	\$136	\$144	\$200	\$209	\$234

(1) Gray actual data per company filings
 (2) Total debt less up to \$30 million of cash on hand
 (3) Total debt less all cash on hand

Record Results YTD, 2015



	As Reported Basis Six Months Ended June 30,				% Change 2015 to 2013
	2015	2014	% Change 2015 to 2014	2013	
	(in thousands except per share data)				
Revenue (less agency commissions):					
Total	\$ 276,767	\$ 198,546	39 %	\$ 162,454	70 %
Political	\$ 3,356	\$ 11,408	(71)%	\$ 1,392	141 %
Operating expenses (1):					
Broadcast	\$ 173,292	\$ 126,386	37 %	\$ 105,301	65 %
Corporate and administrative	\$ 13,291	\$ 16,347	(19) %	\$ 9,117	46 %
Net income	\$ 17,705	\$ 2,868	517 %	\$ 6,014	194 %
Non-GAAP Cash Flow (2):					
Broadcast Cash Flow	\$ 103,968	\$ 71,149	46 %	\$ 56,816	83 %
Broadcast Cash Flow Less Cash Corporate Expenses	\$ 92,218	\$ 56,881	62 %	\$ 49,163	88 %
Free Cash Flow	\$ 49,379	\$ 16,334	202 %	\$ 12,062	309 %
Free Cash Flow Per Share:					
Basic	\$ 0.76	\$ 0.28		\$ 0.21	
Diluted	\$ 0.75	\$ 0.28		\$ 0.21	

(1) Excludes depreciation, amortization and loss on disposal of assets

(2) See definition of non-GAAP terms and a reconciliation of the non-GAAP amounts to net income included elsewhere herein

Record Pro Forma Results YTD, 2015



Selected Operating Data on Pro Forma Basis (a.k.a. Combined Historical) Six Months Ended June 30,

	2015	2014	% Change 2015 to 2014	2013	% Change 2015 to 2013
(dollars in thousands, except per share data)					
Revenue (less agency commissions):					
Total	\$ 297,632	\$ 275,695	8 %	\$ 242,518	23 %
Political	\$ 3,504	\$ 15,135	(77)%	\$ 2,248	56 %
Operating expenses (1):					
Broadcast	\$ 187,196	\$ 171,605	9 %	\$ 156,142	20 %
Corporate and administrative	\$ 13,291	\$ 16,347	(19)%	\$ 9,117	46 %
Net income	\$ 22,213	\$ 21,808	2 %	\$ 14,094	58 %
Non-GAAP Cash Flow (2):					
Broadcast Cash Flow	\$ 110,929	\$ 105,201	5 %	\$ 88,099	26 %
Broadcast Cash Flow Less Cash Corporate Expenses	\$ 99,179	\$ 89,894	10 %	\$ 79,084	25 %
Operating Cash Flow as defined in the Senior Credit Facility	\$ 106,408	\$ 99,399	7 %	\$ 87,810	21 %
Free Cash Flow	\$ 60,668	\$ 53,220	14 %	\$ 36,446	66 %
Free Cash Flow Per Share:					
Basic	\$ 0.93	\$ 0.92		\$ 0.63	
Diluted	\$ 0.93	\$ 0.91		\$ 0.63	

(1) Excludes depreciation, amortization, and loss on disposal of assets

(2) See definition of non-GAAP terms and reconciliation of the non-GAAP amounts to net income included elsewhere herein

Pro Forma Annual Results 2012-2014



Selected Operating Data on Pro Forma Basis (a.k.a Combined Historical) Year Ended December 31

	2014	2013	% Change 2014 to 2013	2012	% Change 2013 to 2012
	(in thousands except per share data)				
Revenue (less agency commissions):					
Total	\$ 621,018	\$ 510,977	22 %	\$ 577,230	8 %
Political	\$ 93,526	\$ 6,838	1268 %	\$ 119,959	(22) %
Operating expenses (1):					
Broadcast	\$ 350,059	\$ 319,307	10 %	\$ 302,899	16 %
Corporate and administrative	\$ 29,203	\$ 19,810	47 %	\$ 15,927	83 %
Net income	\$ 75,852	\$ 39,190	94 %	\$ 70,542	8 %
Non-GAAP Cash Flow (2):					
Broadcast Cash Flow	\$ 273,023	\$ 192,504	42 %	\$ 278,530	(2) %
Broadcast Cash Flow Less Cash Corporate Expenses	\$ 245,888	\$ 171,431	43 %	\$ 260,899	(6) %
Operating Cash Flow as defined in the Senior Credit Facility	\$ 257,109	\$ 191,507	34 %	\$ 275,594	(7) %
Free Cash Flow	\$ 151,374	\$ 90,169	68 %	\$ 172,364	(12) %
Free Cash Flow Per Share Data:					
Basic	\$ 2.62	\$ 1.56		\$ 3.01	
Diluted	\$ 2.59	\$ 1.56		\$ 3.01	

(1) Excludes depreciation, amortization and loss on disposal of assets

(2) See definition of non-GAAP terms and a reconciliation of the non-GAAP amounts to net income included elsewhere herein

Capitalization Overview



- No near-term debt maturities and ~\$272 million of liquidity as of 6/30/15

Current Capitalization

(\$ in millions)	6/30/2015 "As Reported"			Pro Forma		
	Actual \$	Cum. X L8QA OCF ⁽¹⁾	Cum. X LTM OCF ⁽²⁾	Pro Forma	Cum. X L8QA OCF ⁽⁵⁾	Cum. X LTM OCF ⁽⁶⁾
Cash & Equivalents	\$222			\$48		
Priority Revolver (\$50MM) due 2019	--	0.0x	0.0x	--	0.0X	0.0X
Term Loan B due 2021 (LIBOR + 3% with LIBOR Floor of 0.75%)	\$556	2.66x	2.36x	\$556	2.38	2.11
Secured Debt	\$556	2.66x	2.36x	\$556	2.38	2.11
7.5% Senior Notes due 10/2020, at par value	\$675	5.89x	5.22x	\$675	5.26	4.66
Total Debt	\$1,231	5.89x	5.22x	\$1,231	5.26	4.66
Net Debt ⁽³⁾	\$1,201	5.73x	5.09x	\$1,201	5.13	4.55
Debt Net All Cash⁽⁴⁾	\$1,009	4.81x	4.28x	\$1,183	5.06	4.48

Source: Company financials and management estimates

\$209

\$234

⁽¹⁾Based on Gray's L8QA 6/30/15 Pro Forma OCF for transactions closed on/before 6/30/15

⁽²⁾Based on Gray's LTM 6/30/15 Pro Forma OCF for transactions closed on/before 6/30/15

⁽³⁾Total debt less up to \$30 million of cash on hand

\$236

\$264

⁽⁴⁾Total debt less all cash on hand

⁽⁵⁾Based on Gray's L8QA 6/30/15 Pro Forma OCF

⁽⁶⁾Based on Gray's LTM 6/30/15 Pro Forma OCF



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Questions & Answers





Appendix



Glossary



“Cedar Rapids Acquisition”:	The acquisition of KCRG, the ABC affiliate in Cedar Rapids, IA for \$100 million in the aggregate. Closed on non-license assets on September 1, 2015 for \$80 million; closing on FCC licenses for \$20 million is subject to regulatory approval and is currently expected to close in the 4 th QTR of 2015. Gray is operating KCRG under an LMA that commenced September 1, 2015.
“Combined Historical Basis”:	Combined Historical Basis reflects financial results, position or statistics that have been prepared by adding Gray’s historical financial results, position or statistics with the historical financial results, position or statistics of the Completed Acquisitions and Montana Disposition. It does not include any adjustments for other events attributable to the Completed Acquisitions and Montana Disposition except “Operating Cash Flow” gives effect to expected synergies and “Combined Historical Free Cash Flow” gives effect to the financings related to the Completed Acquisitions and Montana Disposition.
“Completed Acquisitions”:	All previously disclosed acquisitions completed since November 2013 through December 31, 2014 and the Completed 2015 Acquisitions unless otherwise specified
“Completed 2015 Acquisitions”:	Collectively the Odessa, Twin Falls, Presque Isle, Wausau-Fox, Laredo-CBS and Cedar Rapids acquisitions.
“Gray” (Gray Television, Inc.):	A television broadcast company headquartered in Atlanta, Georgia, that owns and operates television stations and digital properties in markets throughout the United States.
“Laredo-CBS”:	The acquisition of certain non-license assets of WFXS, the CBS affiliate in Laredo, TX for \$9.0 million which closed July 1, 2015.
“Montana Disposition”:	The pending disposition of NBC stations in Montana; KGBF-LP, Great Falls and KMTF, Helena for an aggregate of \$3.0. The dispositions are subject to regulatory approval and is currently expected to close in the 4 th QTR of 2015
“Odessa Acquisition”:	The acquisition of KOSA-TV the CBS/MY network affiliate in Odessa-Midland, TX for \$33.6 million which closed July 1, 2015.
“Operating Cash Flow” or “OCF”:	Operating cash flow as defined in Gray’s existing senior credit facility; includes Pro Forma adjustments for Completed Acquisitions and Montana Disposition. See appendix herein for definition and reconciliations of non-GAAP terms
“Presque Isle”:	The acquisition of WAGM-TV, a CBS and Fox affiliated station in Presque Isle, Maine for \$10.25 million which closed July 1, 2015
“Pro Forma” or “PF”:	Reflects Combined Historical Basis Results, position, or statistics of Gray, the Completed Acquisitions and the Montana Disposition; Pro Forma financial results give effect to the specified acquisitions and/or dispositions as if they had occurred at the beginning of the relevant period
“Wausau-Fox”:	The acquisition of certain non-license assets of WFXS, the Fox affiliate in Wausau, WI for \$14.0 million which closed July 1, 2015.
“Twin Falls”:	The acquisition of two stations, a CBS station and a FOX station, in Twin Falls, Idaho for \$17.5 million which closed July 1, 2015.

Combined Historical Results⁽¹⁾



	Pro Forma Non-GAAP Reconciliation						
	Year Ended December 31,			Six Months Ended June 30,			
	2012	2013	2014	2013	2014	2015	L8QA 2015
Net income	\$ 70,542	\$ 39,190	\$ 75,852	\$ 14,094	\$ 21,808	\$ 22,213	\$ 61,580
Adjustments to reconcile from net income to Free Cash Flow:							
Depreciation	33,916	34,748	35,998	16,909	17,441	18,665	36,251
Amortization of intangible assets	1,262	1,336	8,782	554	1,739	5,565	7,565
Non-cash stock-based compensation	878	1,974	5,012	1,464	3,051	2,002	3,762
(Gain) loss on disposals of assets, net	(69)	850	171	(75)	733	314	705
Miscellaneous expense (income), net	1,399	360	(69)	2,141	533	(433)	(1,141)
Interest expense	77,362	75,339	75,225	37,693	37,587	37,262	75,066
Loss from early extinguishment of debt	46,683	-	5,086	-	4,897	-	2,543
Income tax expense	29,615	18,613	39,361	6,899	4,671	13,412	32,244
Amortization of program broadcast rights	12,969	13,090	12,871	6,591	5,918	7,160	13,265
Common stock contributed to 401(k) plan excluding corporate 401(k) contributions	26	28	25	14	12	13	26
Network compensation revenue recognized	(687)	(615)	(456)	(314)	(221)	-	(379)
Payments for program broadcast rights	(13,727)	(13,156)	(15,087)	(6,628)	(7,692)	(7,141)	(14,378)
Corporate and administrative expenses excluding depreciation, amortization of intangible assets and non-cash stock-based compensation	17,631	21,073	27,135	9,015	15,307	11,750	25,472
Other	730	(326)	3,117	(258)	(583)	148	1,598
Broadcast Cash Flow	278,530	192,504	273,023	88,099	105,201	110,929	244,179
Corporate and administrative expenses excluding depreciation, amortization of intangible assets and non-cash stock-based compensation	(17,631)	(21,073)	(27,135)	(9,015)	(15,307)	(11,750)	(25,472)
Broadcast Cash Flow Less Cash Corporate Expenses	260,899	171,431	245,888	79,084	89,894	99,179	218,707
Pension expense	7,874	8,626	6,126	4,308	3,328	4,190	7,317
Contributions to pension plans	(9,402)	(4,748)	(6,770)	(2,604)	(2,482)	(1,433)	(5,174)
Other	16,223	16,198	11,865	7,022	8,659	4,472	12,757
Operating Cash Flow as defined in Senior Credit Agreement	275,594	191,507	257,109	87,810	99,399	106,408	233,607
Interest expense	(77,362)	(75,339)	(75,225)	(37,693)	(37,622)	(37,262)	(75,066)
Amortization of deferred financing costs	2,723	1,903	2,970	823	1,394	1,597	2,824
Amortization of net original issue (premium) or discount on 7 ½% senior notes, due 2020	1,127	(9)	(863)	138	(432)	(432)	(721)
Purchase of property and equipment	(28,882)	(27,374)	(32,215)	(14,129)	(9,475)	(8,396)	(26,928)
Income taxes paid, net of refunds	(836)	(519)	(401)	(503)	(44)	(1,248)	(833)
Free Cash Flow	\$172,364	\$90,169	\$151,375	\$36,446	\$53,220	\$60,668	\$132,883



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Investor Presentation

