SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 8)

Gray Television, Inc. (Name of Issuer)

Class A Common Stock, No Par Value Per Share (Title of Class of Securities)

> <u>389375205</u> (CUSIP Number)

Peter D. Goldstein GAMCO Investors, Inc. One Corporate Center Rye, New York 10580-1435 (914) 921-7732 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> December 26, 2008 (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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP N	lo. 389375205			
1				
	No. 13-4044523			
2	Check the appropriate box if a (b)	member of a gr	oup (SEE INSTRUCTIONS)	(a)
3	SEC USE ONLY			
4	4 Source of funds (SEE INSTRUCTIONS) 00-Funds of investment advisory clients			
5	Check box if disclosure of legal	proceedings is	required pursuant to items 2 (d) or 2 (e)	
6	Citizenship or place of organiz/ New York	ATION		
	Number Of	: 7	Sole voting power	
	Shares	:	82,000 (Item 5)	
	BENEFICIALLY	: 8	Shared voting power	
	Owned	:	None	
	By Each	: 9 :	Sole dispositive power	
	Reporting	:	82,000 (Item 5)	
	Person	:10 :	Shared dispositive power	
	WITH	:	None	
11	Aggregate amount beneficially owned by each reporting person			
	82,000 (Item 5)			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	Percent of class represented by amount in row (11)			
	1.43%			
14	Type of reporting person (SEE IA	INSTRUCTIO	NS)	

CUSIP N	Io. 389375205				
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABO' GAMCO Asset Management In	ve persons (entities only) IC.	D		
	60;	I.D. No. 13-4044521	_		
2	2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)				
	(b)				
3	SEC USE ONLY				
4	4 Source of funds (SEE INSTRUCTIONS) 00-Funds of investment advisory clients				
5	Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)				
6	CITIZENSHIP OR PLACE OF ORGANIZ/ New York	ATION			
	NUMBER OF	: 7 Sole voting power :			
	Shares	: 145,880 (Item 5) :			
	BENEFICIALLY	: 8 Shared voting power			
	Owned	: None :			
	By Each	: 9 Sole dispositive power			
	Reporting	: 203,880 (Item 5) :			
	Person	:10 Shared dispositive power :			
	With	: None :			
11	Aggregate amount beneficially	Aggregate amount beneficially owned by each reporting person			
	203,880 (Item 5)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
13	Percent of class represented by amount in row (11)				
	3.54%				
14	Type of reporting person (SEE INSTRUCTIONS) IA, CO				
		3			

CUSIP No. 389375205					
1					
	0001, mt.		I.D. No. 13-3056041		
2				(a)	
	(b)				
3	SEC USE ONLY				
4	Source of funds (SEE INSTRUCTIONS) None				
5	Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)				
6	6 CITIZENSHIP OR PLACE OF ORGANIZATION New York				
	Number Of	: 7	Sole voting power		
	Shares	:	None		
	BENEFICIALLY	: 8 :	Shared voting power		
	Owned	:	None		
	By Each	: 9 :	Sole dispositive power		
REPORTING : NONE :					
	Person	:10 :	Shared dispositive power		
11	Wiтн	:	None		
11	Aggregate amount beneficially owned by each reporting person None				
	TIONE				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) X				
13	Percent of class represented by amount in row (11)				
	None				
14	Type of reporting person (SEE INSTRUCTIONS) HC, CO				
			4		
			т. Т		

CUSIP No. 389375205 NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) GAMCO Investors, I.D. No. 13-Inc. 4007862 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) 2 (a) (b) 3 SEC USE ONLY Source of funds (SEE INSTRUCTIONS) 4 None Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e) 5 6 CITIZENSHIP OR PLACE OF ORGANIZATION New York :7 NUMBER OF SOLE VOTING POWER : SHARES : None : 8 BENEFICIALLY SHARED VOTING POWER OWNED NONE : Ву Еасн : 9 Sole dispositive power REPORTING None :10 PERSON SHARED DISPOSITIVE POWER : WITH : None 11 Aggregate amount beneficially owned by each reporting person None 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) X 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00% Type of reporting person (SEE INSTRUCTIONS) 14 HC, CO 5

CUSIP No. 389375205 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Mario J. Gabelli Check the appropriate box if a member of a group (SEE INSTRUCTIONS) 2 (a) (b) 3 SEC USE ONLY Source of funds (SEE INSTRUCTIONS) 4 None Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e) 5 CITIZENSHIP OR PLACE OF ORGANIZATION 6 USA NUMBER OF :7 SOLE VOTING POWER : SHARES : None : BENEFICIALLY : 8 SHARED VOTING POWER : OWNED : None . : 9 Ву Еасн Sole dispositive power : REPORTING None : PERSON :10 Shared dispositive power : WITH NONE : 11 Aggregate amount beneficially owned by each reporting person None 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) X 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00% 14 Type of reporting person (SEE INSTRUCTIONS) IN

Item 1. Security and Issuer

This Amendment No. 8 to Schedule 13D on the Class A Common Stock of Gray Television, Inc. (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on May 20, 2002. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he

directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("Gabelli & Company"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies. As a part of its business, GSI may purchase or sell securities for its own account. It is the immediate parent of Gabelli & Company. GSI is the general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, Gabelli Associates Fund II, Gabelli Associates Limited, ALCE Partners, L.P., and Gabelli Multimedia Partners, L.P. GSI and Marc Gabelli own 45% and 55%, respectively, of Gabelli Securities International Limited ("GSIL"). GSIL provides investment advisory services to offshore funds and accounts. GSIL is an investment advisor of Gabelli International Gold Fund Limited, Gabelli European Partners, Ltd., and Gabelli Global Partners, Ltd. Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, GAMCO Global Fund, Inc., The Gabelli Global Multimedia Trust Inc., The GAMCO Global Convertible Securities Fund, Gabelli Capital Asset Fund, GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Blue Chip Value Fund, The GAMCO Mathers Fund, The Gabelli Woolland Small Cap Value Fund, The Comstock Capital Value Fund, The Comstock Strategy Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The Gabelli Global Deal Fund, Gabelli Enterprise M&A Fund, The Gabelli SRI Fund, Inc. and The Gabelli Healthcare & Wellness Rx Trust (collectively, the "Funds"), which are registered investment companies.

GBL is the largest shareholder of Teton Advisors, an investment adviser registered under the Advisers Act, which provides discretionary advisory services to The GAMCO Westwood Mighty Mitessm Fund, The GAMCO Westwood Income Fund, The GAMCO Westwood Small Cap Fund and BB Micro-Cap Growth Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited, Gabelli International II Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership. LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the

Investment Manager of the Foundation. Elisa Gabelli Wilson is the President of the Foundation.

Mario Gabelli is the majority stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL.

The Reporting Persons do not admit that they constitute a group.

GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a New York corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(f) - Reference is made to Schedule I hereto.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates 285,880 shares, representing 4.97% of the 5,753,020 shares outstanding as reported by the Issuer in its most recent form 10-Q for the quarter ended September 30, 2008. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
Gabelli Funds	82,000	1.43%
GAMCO	203,880	3.54%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities beneficially owned by Gabelli & Company. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 58,000 of the reported shares, (ii) with respect to the 8,000 shares of Class A Common Stock held by the Gabelli Asset Fund, the 9,000 shares held by the Gabelli Multimedia Trust Fund, the 41,000 shares held by the Gabelli Small Cap Growth Fund and the 24,000 shares held by the Gabelli Equity Trust Fund, the proxy voting committee of each such Fund has taken and exercises in its sole discretion the entire voting power with respect to the shares held by such Funds, (iii) the power of Mario Gabelli, GBL and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) The Reporting Persons ceased to be beneficial owners of 5% or more of the issuer's common

stock on December 26, 2008.

Signature

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

Dated:

December 30, 2008

MARIO J. GABELLI

GGCP, INC. GABELLI FUNDS, LLC.

GAMCO INVESTORS, INC.

GAMCO ASSET MANAGEMENT INC

By:<u>/s/ Douglas R. Jamieson</u> Douglas R. Jamieson Attorney-in-Fact for Mario J. Gabelli Director – GGCP, Inc.

Gabelli Funds, LLC.

President & Chief Operating Officer of the sole member of

President – GAMCO Asset Management Inc. President & Chief Operating Officer – GAMCO Investors, Inc.

SCHEDULE I Information with Respect to Executive <u>Officers and Directors of the Undersigned</u> Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., Gabelli & Company, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he 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 law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

GGCP, Inc. Directors:

Directors:	
Vincent J. Amabile	Business Consultant
Mario J. Gabelli	Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Marc J. Gabelli	Chairman of The LGL Group, Inc.
Matthew R. Gabelli	Vice President – Trading Gabelli & Company, Inc. One Corporate Center Rye, New York 10580
Charles C. Baum	Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223
Douglas R. Jamieson	See below
Joseph R. Rindler, Jr.	Account Executive for GAMCO Asset Management Inc.
Fredric V. Salerno	Chairman; Former Vice Chairman and Chief Financial Officer Verizon Communications
Vincent Capurso	Vice President Taxes, Barnes & Noble, Inc.
Vincent S. Tese	Former Director GAMCO Investors, Inc.
Michael Gabelli	Director
Officers:	Chief Executive Officer and Chief Investment Officer
Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Michael G. Chieco	Chief Financial Officer, Secretary
GAMCO Investors, Inc. Directors:	
Edwin L. Artzt	Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202
Raymond C. Avansino	Chairman & Chief Executive Officer E.L. Wiegand Foundation Reno, NV 89501
Richard L. Bready	Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903
Mario J. Gabelli	See above
John D. Gabelli	Senior Vice President
Eugene R. McGrath	Former Chairman and Chief Executive Officer Consolidated Edison, Inc.
Robert S. Prather	President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319
Officers: Mario J. Gabelli	Chairman and Chief Executive Officer
Douglas R. Jamieson	President and Chief Operating Officer
Henry G. Van der Eb	Senior Vice President
Jeffrey M. Farber	Executive Vice President and Chief Financial Officer
Christopher Michailoff	Acting Secretary
GAMCO Asset Management Inc.	

Directors:

Douglas R. Jamieson Regina M. Pitaro William S. Selby Officers: Mario J. Gabelli Chief Investment Officer - Value Portfolios Douglas R. Jamieson President Jeffrey M. Farber Chief Financial Officer Chistopher J. Michailoff General Counsel and Secretary Gabelli Funds, LLC Officers: Mario J. Gabelli Chief Investment Officer - Value Portfolios Bruce N. Alpert Executive Vice President and Chief Operating Officer Vice President and President Closed-End Fund Division Agnes Mullady Teton Advisors, Inc. Directors: Bruce N. Alpert See above Douglas R. Jamieson See above Chief Executive Officer and President Nicholas F. Galluccio Alfred W. Fiore See below Edward T. Tokar Beacon Trust Senior Managing Director 333 Main Street Madison, NJ 07940 Officers: Bruce N. Alpert Chairman Nicholas F. Galluccio See above Jeffrey M. Farber Chief Financial Officer Gabelli Securities, Inc. Directors: Robert W. Blake President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358 Douglas G. DeVivo General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022 Douglas R. Jamieson President Officers: Douglas R. Jamieson See above Christopher J. Michailoff Secretary Kieran Caterina Chief Financial Officer Gabelli & Company, Inc. Directors:

James G. Webster, III

Irene Smolicz

Chairman & Interim President

Senior Trader Gabelli & Company, Inc. Officers: James G. Webster, III

Bruce N. Alpert

Diane M. LaPointe

See Above

Vice President - Mutual Funds

Controller/Financial and Operations Principal

SCHEDULE II INFORMATION WITH RESPECT TO TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1) SHARES PURCHASED AVERAGE DATE SOLD(-) PRICE(2)

COMMON STOCK-GRAY TV INC CLASS A

MARIO J. GABELLI

MARIO J. GABELLI				
12/23/08	16,000-	.6056		
12/22/08	4,000-	.7000		
12/19/08	15,000-	.7023		
GAMCO ASSET MA	NAGEME	ENT INC.		
12/29/08	4,525-	.5673		
12/29/08	1,000-	.5500		
12/24/08	1,400-	.5700		
12/23/08	2,100-	.5738		
12/22/08	1,000-	.6020		
12/22/08	2,000-	.6225		
12/22/08	5,000	.7000		
12/19/08	1,000-	.7500		
12/18/08	500-	.8140		
12/16/08	500-	.8500		
12/12/08	500-	.9000		
12/09/08	1,000-	.9000		
12/08/08	499-	.9000		
12/08/08	1,000	.9500		
12/01/08	1,000-	.9200		
11/26/08	1,500-	.8633		
11/25/08	300-	.9533		
11/25/08	1,000	.9610		
11/24/08	2,000-	.9115		
11/21/08	400	.9500		
11/21/08	1,000-	.9497		
11/20/08	600	.9300		
11/18/08	1,000-	.9617		
11/12/08	1,000-	1.0311		
11/07/08	700-	1.2243		
11/06/08	300-	1.4200		
11/03/08	3,000	1.6450		
10/31/08	3,000	1.4617		
GABELLI FUNDS, L	,	1.4017		
GABELLI FUNDS, LLC. GABELLI SMALL CAP GROWTH FUND				
12/29/08	1,000-	.5500		
12/09/08	1,000-	.9000		
12/08/08	1,000	.9000		
10/31/08	2,000-	1.4475		
GABELLI GLOBA				
12/26/08	1,000-	.5860		
GABELLI EQUITY TRUST				
12/23/08	1,000-	.5280		
12/23/08	1,000-	.5280 1.2800		
11/0//00	1,000-	1.2000		
NI ECC OTHERMORE				

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.