

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Waller Kevin Nichols</u> <hr/> (Last) (First) (Middle) 4370 PEACHTREE ROAD NE SUITE 400 <hr/> (Street) ATLANTA GA 30319 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>GRAY TELEVISION INC [GTN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>SVP & CAO</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	42.2	I	By 401(k) Plan
Common Stock	44,383	D	
Common Stock	11,539 ⁽¹⁾	D	
Common Stock	33,173 ⁽²⁾	D	
Common Stock	9,992 ⁽³⁾	D	
Common Stock	39,967 ⁽⁴⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
			Title			

Explanation of Responses:

- Represents unvested grant of restricted stock, which vests in full on January 31, 2019.
- Represents unvested grant of restricted stock, 16,587 shares of which vest on January 31, 2019 and 16,586 shares of which vest on January 31, 2020.
- Represents unvested grant of restricted stock, which vests in full on February 28, 2019.
- Represents unvested grant of restricted stock, 13,322 shares of which vest on each of February 28, 2019 and February 28, 2020 and 13,323 shares of which vest on February 28, 2021.

Remarks:

/s/ Dottie Boudreau 01/15/2019
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.