**1. Name and Address of Reporting Person**

Waller Kevin Nichols  
(Last)  
(First)  
(Middle)  
4370 PEACHTREE ROAD NE  
SUITE 400  
(ATLANTA)  
(GA)  
(30319)

**2. Date of Event Requiring Statement**

01/01/2019

**3. Issuer Name and Ticker or Trading Symbol**

GRAY TELEVISION INC [ GTN ]

**4. Relationship of Reporting Person(s) to Issuer**

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)
  
  SVP & CAO

**5. If Amendment, Date of Original Filed**


**6. Individual or Joint/Group Filing (Check Applicable Line)**

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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### Table I - Non-Derivative Securities Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Amount of Securities Beneficially Owned</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>42.2</td>
<td>1</td>
<td>By 401(k) Plan</td>
</tr>
<tr>
<td>Common Stock</td>
<td>44,383</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11,539(^{(1)})</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>33,173(^{(2)})</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>9,992(^{(3)})</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>39,967(^{(4)})</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Represents unvested grant of restricted stock, which vests in full on January 31, 2019.
3. Represents unvested grant of restricted stock, which vests in full on February 28, 2019.
4. 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/ Dotte Boudreau  
01/15/2019

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).


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.