

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>BOGER RICHARD LEE</u> <hr/> (Last) (First) (Middle) <u>4370 PEACHTREE ROAD NE</u> <hr/> (Street) <u>ATLANTA GA 30319</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GRAY TELEVISION INC [GTN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/03/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/12/2023</u>	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/03/2023		p ⁽¹⁾		373	A ⁽¹⁾	\$8.01 ⁽²⁾	59,248	D	
Class A Common Stock	07/03/2023		p ⁽¹⁾		54	A ⁽¹⁾	\$9.47 ⁽²⁾	6,967	D	
Class A Common Stock	07/03/2023		P		13 ⁽³⁾	A	\$9.47 ⁽²⁾	1,483	I	Custodian for Grandchildren

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- This Form 4 is being amended to report the correct transaction codes in columns 3 and 4 for the acquisition of shares, "P" and "A", respectively, for all reported transactions. The original Form 4 (the "Original Filing"), filed on July 12, 2023, inadvertently reported the codes as "A" and "D", respectively, due to administrative error. The information relating to this transaction was reported accurately in all other aspects including the amount of securities beneficially owned in column 5 following the transaction.
- Represents shares acquired through an automatic broker-administered dividend reinvestment program pursuant to a prior election made by the reporting person.
- This Form 4 is being amended to report the purchase of 13 shares of the Issuer's Class A Common Stock made by the Reporting Person's grandchildren that occurred on July 3, 2023, but were inadvertently not included in the Original Filing due to administrative error.

Remarks:

/s/ Ginger Davis by Power of Attorney 10/16/2023

** 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 4 (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.