SCHEDULE 13D
Under the Securities Exchange Act of 1934 (Amendment No. 3)

GRAY COMMUNICATIONS SYSTEMS, INC.
(Name of Issuer)

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

389190109
(CUSIP Number)

James E. McKee
Gabelli Asset Management Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5294
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 15, 2001
(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 Sections 240.13d-1(e),
240.13d-1(f) or 240.13d-1(g), check the following box 0.

CUSIP No.389190109

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gabelli Funds, LLC I.D. NO. 13-4044523

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
   (A)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 ORGANIZATION
   New York

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH
7

SOLE VOTING POWER
115,125 (Item 5)
8

SHARED VOTING POWER
NONE
9

SOLE DISPOSITIVE POWER
115,125 (ITEM 5)
10

SHARED DISPOSITIVE POWER
NONE
11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
115,125 (ITEM 5)
12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.68%
14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IA

CUSIP No. 389190109

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
GAMCO Investors, Inc. I.D. NO. 13-4044521
2

CHECK BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

SEC USE ONLY

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 ORGANIZATION
New York

NUMBER OF
SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

<p>| | |</p>
<table>
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<tbody>
<tr>
<td><strong>7</strong></td>
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</tr>
<tr>
<td>SOLE VOTING POWER</td>
<td>180,200 (Item 5)</td>
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<tr>
<td>SHARED VOTING POWER</td>
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<td><strong>9</strong></td>
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<td>SOLE DISPOSITIVE POWER</td>
<td>180,200 (ITEM 5)</td>
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<tr>
<td><strong>10</strong></td>
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<tr>
<td>SHARED DISPOSITIVE POWER</td>
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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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<td>180,200 (ITEM 5)</td>
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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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<td><strong>13</strong></td>
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<td>2.63%</td>
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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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<td><strong>14</strong></td>
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<tr>
<td>IA, CO</td>
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CUSIP No. 389190109

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<tr>
<td><strong>15</strong></td>
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<tr>
<td>NAMES OF REPORTING PERSONS</td>
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</tr>
<tr>
<td>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</td>
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Gabelli Performance Partnership L.P. I.D. NO. 13-3396569

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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<td><strong>16</strong></td>
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</tr>
<tr>
<td>(a)</td>
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</tr>
<tr>
<td>(b)</td>
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SEC USE ONLY

<p>| | |</p>
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<td>SOURCE OF FUNDS (SEE INSTRUCTIONS)</td>
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<td><strong>18</strong></td>
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</table>
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

CITIZENSHIP OR PLACE OF ORGANIZATION
   New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
40,750 (Item 5)

SHARED VOTING POWER
NONE

SOLE DISPOSITIVE POWER
40,750 (Item 5)

SHARED DISPOSITIVE POWER
NONE

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
40,750 (Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.60%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

CUSIP No.

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Securities, Inc. I.D. NO. 13-3379374

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
SOURCE OF FUNDS (SEE INSTRUCTIONS)

00-Funds of investment advisory clients

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

4,070 (Item 5)

SHARED VOTING POWER

NONE

SOLE DISPOSITIVE POWER

4,070 (Item 5)

SHARED DISPOSITIVE POWER

NONE

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,070 (ITEM 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.06%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 389190109
## NAMES OF REPORTING PERSONS

Gabelli Group Capital Partners, Inc. I.D. NO. 13-3056041

## I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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<tr>
<th>I.R.S. IDENTIFICATION NOS</th>
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## CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

## SEC USE ONLY

<table>
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<tr>
<th>Source of funds (SEE INSTRUCTIONS)</th>
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## SEC USE ONLY

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<th>Source of funds (SEE INSTRUCTIONS)</th>
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<tbody>
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## CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

<table>
<thead>
<tr>
<th>Citizenship or Place of Organization</th>
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<tr>
<td>New York</td>
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## NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

<table>
<thead>
<tr>
<th>Sole Voting Power</th>
<th>Description</th>
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<tbody>
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<table>
<thead>
<tr>
<th>Shared Voting Power</th>
<th>Description</th>
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<table>
<thead>
<tr>
<th>Sole Dispositive Power</th>
<th>Description</th>
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<table>
<thead>
<tr>
<th>Shared Dispositive Power</th>
<th>Description</th>
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<tbody>
<tr>
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## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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<thead>
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<th>Aggregate Amount Beneficially Owned by Each Reporting Person</th>
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<tbody>
<tr>
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## CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

<table>
<thead>
<tr>
<th>Percent of Class Represented by Amount in Row (11)</th>
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<table>
<thead>
<tr>
<th>Percent of Class Represented by Amount in Row (11)</th>
</tr>
</thead>
<tbody>
<tr>
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</table>
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
   HC, CO
CUSIP No. 389190109  
1
NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
   Gabelli Asset Management Inc.   I.D. NO.  13-4007862
2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
   (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
CITIZENSHIP OR PLACE OF ORGANIZATION
   New York
NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH
7
SOLE VOTING POWER
   None
8
SHARED VOTING POWER
   NONE
9
SOLE DISPOSITIVE POWER
   NONE
10
SHARED DISPOSITIVE POWER
   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)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.00%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
HC, CO

CUSIP No. 389190109

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Marc J. Gabelli

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

SEC USE ONLY

Source of funds (SEE INSTRUCTIONS)
None

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES

BENEFICIALLY OWNED

BY EACH REPORTING PERSON

SOLE VOTING POWER
None

SHARED VOTING POWER
NONE

SOLE DISPOSITIVE POWER
NONE
SHARED DISPOSITIVE POWER

NONE

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

NONE

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

None

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 389190109

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mario J. Gabelli

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(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 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
This Amendment No. 3 to Schedule 13D on the Class A Common Stock of Gray Communications Systems, 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 October 20, 2000. 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"), Marc J. Gabelli ("Marc Gabelli") and various entities which either one directly or indirectly controls or for which either one acts as chief investment officer. Many of these entities engage in various aspects of the securities business, including 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 Schedule13G, 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: Gabelli Group Capital Partners, Inc. ("Gabelli Partners"), Gabelli Asset Management Inc. ("GAMI"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Investors, Inc. ("GAMCO"), Gabelli Securities, Inc. ("GST"), Gabelli & Company, Inc. ("Gabelli & Company"), Gabelli Performance
Gabelli Associates is the investment manager of GIL. Mario Gabelli is a portfolio manager for GIL and Chairman of the Board of Directors of GIL. MJG Associates provides services to GPP, and Mario Gabelli is the general partner and a portfolio manager for GPP.

MJG Associates, a wholly-owned subsidiary of GAM, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). MJG Associates provides services to employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority owned subsidiary of GAM, is a limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mario Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.

GSI, a majority owned subsidiary of GAM, 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.


Gabelli Advisers, a subsidiary of GAM, is an investment adviser which provides discretionary advisory services to The Gabelli Westwood Mighty Mitessm Fund.

The Plan, a qualified employee profit sharing plan, covers substantially all employees of GAM and its affiliates.

Gabelli Multimedia Partners, L.P. ("Multimedia Partners"), MJG Associates, Inc. ("MJG Associates"), Gemini Capital Management, LLC. ("Gemini"), Gabelli Fund, LDC ("LDC"), Gabelli Foundation, Inc. ("Foundation"), Gabelli Advisers, Inc. ("Gabelli Advisers"), Gabelli Global Partners Master Fund, Ltd. ("GPP"), Gabelli European Partners Master Fund, Ltd. ("GEP"), Mario Gabelli, Marc Gabelli, Lynch Corporation ("Lynch"), Spinnaker Industries, Incorporated ("Spinnaker"), Western New Mexico Telephone Company ("Western New Mexico"), Entoletter, Inc. ("Entoletter"), Lynch Telecommunications Corporation ("Lynch Telecom"), Lynch Telephone Corporation ("Lynch Telephone"), Lynch Interactive Corporation ("Interactive"), Brighton Communications Corporation ("Brighton") and Inter-Community Telephone Company ("Inter-Community"). Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

Gabelli Partners makes investments for its own account and is the parent company of GAM. Mario Gabelli is the Chairman of the Board of Directors, Chief Executive Officer and majority shareholder of Gabelli Partners. GAM, a public company listed on the New York Stock Exchange, is the parent company of a variety of companies engaged in the securities business, including those named below.

GMCO, a wholly-owned subsidiary of GAM, is an investment adviser for its own account. It is the immediate parent of Gabelli & Company. 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.

GSI, a majority owned subsidiary of GAM, is a limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mario Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.


Gabelli Advisers, a subsidiary of GAM, is an investment adviser which provides discretionary advisory services to The Gabelli Westwood Mighty Mitessm Fund.

The Plan, a qualified employee profit sharing plan, covers substantially all employees of GAM and its affiliates.

GPP is a limited partnership whose primary business purpose is investing in securities. MJG Associates provides services to GPP, and Mario Gabelli is the general partner and a portfolio manager for GPP.

GIL is a corporation whose primary business purpose is investing in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the investment manager of GIL. Mario Gabelli is a portfolio manager for GIL and Chairman of the Board of Directors of GIL.
portfolio manager and Chairman of the Board of Directors of GIL II. Gabelli Securities International Limited and Gabelli Securities International Limited (GSI) are investment advisors to the Funds. Gabelli Securities International Limited is a limited liability company having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. GPP is a New York limited partnership having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580. ALCE and Multimedia Partners are Delaware limited partnerships each having its principal business office at One Corporate Center, Rye, New York 10580. The Funds are private foundations. Mario Gabelli is the President and Founder, Chief Investment Officer and majority shareholder of Gemini. Lynch is a public company traded on the American Stock Exchange engaged in manufacturing. Spinnaker, a subsidiary of Lynch, is also a public company and its stock is traded through the NASDAQ National Market. Spinnaker is a manufacturing firm with major subsidiaries in specialty adhesive-backed materials business. Interactive, a public company listed on the American Stock Exchange, is a holding company whose principal subsidiary is Brighton. Brighton is a holding company with subsidiaries in multimedia and services businesses. Western New Mexico, a subsidiary of Brighton, provides local telephone services in an area in Southwestern New Mexico. Inter-Community, which is also a subsidiary of Brighton, provides local telephone services in an area 40 miles west of Fargo, North Dakota. Lynch and Interactive actively pursue new business ventures and acquisitions. Mario J. Gabelli is a director, Chairman of the Board and a substantial shareholder of Lynch and Interactive.

The Reporting Persons do not admit that they constitute a group. Gabelli Partners, GAMI, GAMCO, Gabelli & Company and GSI are New York corporations and GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. GPP is a New York limited partnership having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580. ALCE and Multimedia Partners are Delaware limited partnerships each having its principal business office at One Corporate Center, Rye, New York 10580. The Funds are private foundations. Mario Gabelli is the President and Founder, Chief Investment Officer and majority shareholder of Gemini. Lynch is a public company traded on the American Stock Exchange engaged in manufacturing. Spinnaker, a subsidiary of Lynch, is also a public company and its stock is traded through the NASDAQ National Market. Spinnaker is a manufacturing firm with major subsidiaries in specialty adhesive-backed materials business. Interactive, a public company listed on the American Stock Exchange, is a holding company whose principal subsidiary is Brighton. Brighto
Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this schedule 13D relates is 340,145 shares, representing 4.97% of the 6,848,467 shares outstanding as reported in the Issuer's most recent Form 10-Q for the quarter ended June 30, 2001. The Reporting Persons beneficially own those Securities as follows:

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<tr>
<th>Name</th>
<th>Shares of Common Stock</th>
<th>% of Class of Common</th>
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<tr>
<td>Gabelli Funds</td>
<td>115,125</td>
<td>1.68%</td>
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<tr>
<td>GAMCO</td>
<td>180,200</td>
<td>2.63%</td>
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<tr>
<td>GPP</td>
<td>40,750</td>
<td>0.60%</td>
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<th>Mario Gabelli</th>
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<td>0.06%</td>
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<table>
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Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Marc Gabelli and Gemini. Marc Gabelli is deemed to have beneficial ownership of the Securities owned by Gemini. GSI is deemed to have beneficial ownership of the Securities beneficially owned by GAL, Gabelli Associates and Gabelli & Company. MJG Associates is deemed to have beneficial ownership of the Securities beneficially owned by GPP, GIL, GIL II and LDC. GAMI and Gabelli Partners are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli, Marc Gabelli, Gemini 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) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (ii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iii) the power of Mario Gabelli, Marc Gabelli, GAMI, and Gabelli Partners 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 Securities on October 15, 2001.

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
Schedule I

Information with Respect to Executive Officers and Directors of the Undersigned

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 Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company, 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.

Gabelli Group Capital Partners, Inc.
Directors:

Mario J. Gabelli
Chief Executive Officer and Chief Investment Officer of Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., and GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chairman and Chief Executive Officer of Lynch Interactive Corporation; Chairman of Lynch Corporation.
Richard B. Black  
Vice Chairman of the Board of Directors of Oak Technology, Inc.; Chairman of ECRM; Director of The Morgan Group, Inc.; General Partner of KBA Partners  
Parker Plaza  
400 Kelby Street  
Fort Lee, NJ 07029

Charles C. Baum

Chairman, Director and Chief Executive Officer of The Morgan Group, Inc.; Secretary & Treasurer United Holdings Co., Inc.  
2545 Wilkens Avenue  
Baltimore, MD 21223

Eamon M. Kelly  
Professor  
Payson Center for International Development Technology Transfer  
Tulane University  
380 Gibson Hall  
6823 St. Charles Avenue  
New Orleans, LA 70118

Arnold M. Reichman  
Chief Executive Officer  
Outercurve Technologies  
609 Greenwich Street  
New York, NY 10014

Marc J. Gabelli  
Managing Director

Matthew R. Gabelli  
Vice President - Trading  
Gabelli & Company, Inc.  
One Corporate Center  
Rye, New York 10580

Officers:

Mario J. Gabelli  
Chairman, Chief Executive Officer and Chief Investment Officer  
Robert S. Zuccaro  
Vice President and Chief Financial Officer  
James E. McKee  
Vice President, General Counsel and Secretary

Gabelli Asset Management Inc.  

Directors:

Raymond C. Avansino, Jr.  
Chairman  
E.L. Wiegand Foundation  
165 West Liberty Street  
Reno, NV 89501

Mario J. Gabelli

See Above  
Paul B. Guenther

Chairman  
New York Philharmonic  
10 Lincoln Center Plaza  
New York, NY 10023

John C. Ferrara  
President
Dr. Eamon M. Kelly
See Above

Karl Otto Pohl (1)
Sal. Oppenheim jr. & Cie.
Bockenheimer Landstrasse 20
D-6000 FRANKFURT AM MAIN
Germany

Officers:

Mario J. Gabelli
Chairman, Chief Executive Officer and Chief Investment Officer

Joseph R. Rindler, Jr.
Vice President and Chief Financial Officer

James E. McKee
Vice President, General Counsel and Secretary

GAMCO Investors, Inc.
Directors:

Douglas R. Jamieson
Joseph R. Rindler, Jr.
Regina M. Pitaro
F. William Scholz, II
William S. Selby

Officers:

Mario J. Gabelli
Chief Executive Officer and Chief Investment Officer

Joseph R. Rindler, Jr.
Chairman

Douglas R. Jamieson
Executive Vice President and Chief Operating Officer

Robert S. Zuccaro
Vice President and Chief Financial Officer

James E. McKee
Vice President, General Counsel and Secretary

Gabelli Funds, LLC
Officers:

Mario J. Gabelli
Chief Investment Officer

Bruce N. Alpert
Executive Vice President and Chief Operating Officer

Gus Coutouros
Vice President and Chief Financial Officer

James E. McKee
Secretary

Gabelli Advisers, Inc.
Directors:

Bruce N. Alpert  
John D. Gabelli  
Joseph R. Rindler, Jr.

Officers:

Bruce N. Alpert  
Chief Operating Officer  
James E. McKee  
Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake  
President of W. R. Blake & Sons, Inc.  
196-29 Northern Boulevard  
Flushing, NY  11358  
Douglas G. DeVivo  
General Partner of ALCE Partners, L.P.  
One First Street, Suite 16  
Los Altos, CA  94022

Joseph R. Rindler, Jr.  
See above

Officers:

Robert S. Zuccaro  
Vice President-Finance  
James E. McKee  
Secretary

Gabelli & Company, Inc.

Directors:

James G. Webster, III  
Chairman & Interim President  
Irene Smolicz  
Senior Trader  
Gabelli & Company, Inc.

Robert S. Zuccaro  
See above

Officers:

James G. Webster, III  
Chairman & Interim President  
Bruce N. Alpert  
Vice President - Mutual Funds  
Walter K. Walsh  
Compliance Officer  
James E. McKee  
Secretary

GLI, Inc.

Directors:

Mario J. Gabelli
See above - Gabelli Group Capital Partners, Inc.

Officers:

Mario J. Gabelli
Chairman and Chief Investment Officer

Gabelli Associates Limited

Directors:

Mario J. Gabelli
See above - Gabelli Group Capital Partners, Inc.

MeesPierson Management
(Cayman) Limited

Grand Pavilion, Commercial Center
802 West Bay Rd.
Grand Cayman, British West Indies

MeesPierson Nominees
(Cayman) Limited

Grand Pavilion, Commercial Center
802 West Bay Rd.
Grand Cayman, British West Indies

Officers:

Mario J. Gabelli
Chief Investment Officer

Kevin Bromley (2)
Vice President, Treasurer and Assistant Secretary

Sandra Wright (2)
Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

Mario J. Gabelli
See above - Gabelli Group Capital Partners, Inc.

MeesPierson Management
(Cayman) Limited

Grand Pavilion, Commercial Center
802 West Bay Rd.
Grand Cayman, British West Indies

Gabelli Fund, LDC

Directors:

Johann S. Wong (4)
c/o Tremont (Bermuda) Limited
Tremont House
4 Park Road
Hamilton, HM11
Bermuda

Peter D. Anderson (5)
Givens Hall Bank & Trust
Genesis Building
P.O. Box 2097
Grand Cayman, Cayman Islands
BWI 3459498141

Karl Otto Pohl
See above
Anthonie C. van Ekris
See below
Gabelli Global Partners Master Fund, Ltd.
Directors:

Marc J. Gabelli
See above

Patrick Salvisberg (6)
Vice President
Institutional Capital Markets Bear Stearns International Ltd.

Marco Sampelligrani (7)
Trader, Gabelli Securities, Inc.

Antonie Van Ekris
See below

Gabelli European Partners Master Fund, Ltd.
Directors:

Marc J. Gabelli
See above

Patrick Salvisberg (6)
See above

Marco Sampelligrani (7)
See above

Antonie Van Ekris
See below

Lynch Corporation,
401 Theodore Fremd Avenue Rye, NY 10580

Directors:

Mario J. Gabelli
See above - Gabelli Group Capital Partners, Inc.

E. Val Cerutti
Business Consultant, Cerutti Consultants
227 McLain Street
Mount Kisco, NY 10540

Ralph R. Papitto
Chairman of the Board
AFC Cable Systems, Inc.
50 Kennedy Plaza - Suite 1250
Providence, RI 02903

Avrum Gray
Gbar Limited Partnership
440 South LaSalle, Suite 2900
Chicago, IL 60605

Louis A. Guzzetti
President and Chief Executive Officer

Robert E. Dolan
See below

Officers:

Mario J. Gabelli
Chairman
Louis A. Guzzetti  
President and Chief Executive Officer

George E. Fuehrer  
Vice President - Business Development

Roger T. Dexter  
Controller

Lynch Interactive Corporation,  
401 Theodore Fremd Avenue Rye, NY 10580

Directors:

Paul J. Evanson  
President  
Florida Light & Power Co.  
P.O. Box 14000  
700 Universe Blvd.  
Juno Beach, FL 33408

Mario J. Gabelli  
See above - Gabelli Group Capital Partners, Inc.

Ralph R. Papitto  
Chairman of the Board  
AFC Cable Systems, Inc.  
50 Kennedy Plaza - Suite 1250  
Providence, RI 02903

Salvatore Muoio  
Principal  
S. Muoio & Co., LLC  
Suite 406  
509 Madison Ave.  
New York, NY 10022

John C. Ferrara  
See above

David C. Mitchell  
Business Consultant  
c/o Lynch Corporation  
401 Theodore Fremd Ave.  
Rye, NY 10580

Vincent S. Tese  
Lawyer, Investment Adviser and Cable Television Executive  
c/o Bear Stearns & Company, Inc.  
245 Park Avenue, 19th Floor  
New York, NY 10167

Officers:

Mario J. Gabelli  
Chairman and Chief Executive Officer

Robert E. Dolan  
Chief Financial Officer

Brighton Communications Corporation  
401 Theodore Fremd Avenue Rye, NY 10580

Directors:

Robert E. Dolan  
See above - Lynch Interactive Corporation

Robert A. Hurwich  
See above - Lynch Interactive Corporation

Officers:
Robert E. Dolan
President, Controller, Treasurer and Assistant Secretary
Spinnaker Industries, Inc.,
600 N. Pearl Street - Suite 2160, Dallas, TX 75201

Directors:

Joseph P. Rhein
5003 Central Avenue
Ocean City, NJ 08226

Richard J. Boyle
The Boyle Group, Inc.
6110 Blue Circle Drive - Suite 250
Minnetonka, MN 55343

Ned N. Fleming, III
Boyle, Fleming, George & Co., Inc.
600 N. Pearl Street - Suite 2160
Dallas, TX 75201

Anthonie C. van Ekris
Chairman and Chief Executive Officer
Balmac International, Inc.
61 Broadway - Suite 1900
New York, NY 10006

Mario J. Gabelli
See above - Gabelli Group Capital Partners, Inc.

E. Val Cerutti
See above - Lynch Corporation
Louis A. Guzzetti
See above - Lynch Corporation
Ralph R. Papitto
See above - Lynch Corporation

Officers:

Ned N. Fleming, III
President

Richard J. Boyle
Office of the Chairman

Mario J. Gabelli
Office of the Chairman

Louis A. Guzzetti
Office of the Chairman

Perry J. Schiller
Vice President, Finance & Controller

Entoleter, Inc.,
251 Welton Street, Hamden, CT 06517

Directors:

Ned N. Fleming, III
See above - Spinnaker

Robert P. Wentzel
See above - Entoleter

Richard J. Boyle
See above - Spinnaker

Louis A. Guzzetti
See above - Lynch Corporation

Officers:

Robert P. Wentzel
President

Charles DeMarino
Controller & Secretary

Western New Mexico Telephone Company,
314 Yankee Street, Silver City, NM  88062

Directors:

Jack W. Keen
Chairman and President

Dr. Brian E. Gordon
Vice President

Mary Beth Baxter
Secretary & Treasurer

John Clay Keen
Route 6
Box 270
Greenville, TX 75401

Robert E. Dolan
See above - Lynch Corporation

Carmine Ceraolo
See above - Lynch Corporation

Mary J. Carroll
See above - Lynch Corporation

Eugene P. Connell
See above - Lynch Corporation

Officers:

Jack W. Keen
Chairman and President

Dr. Brian E. Gordon
Vice President

Charles M. Baxter
Senior Vice President - Operations

Mary Beth Baxter
Secretary & Treasurer

Inter-Community Telephone Company, L.L.C.
P.O. Box A, Nome, ND  58062

Managers:

Carole Rau
Executive Assistant
Lynch Corporation
401 Theodore Fremd Ave.
Rye, NY 10580

Mary J. Carroll
See above - Lynch Corporation
Central Scott Telephone Company
125 North Second Street, Eldridge, Iowa 52748

Directors:

Mary J. Carroll
See above - Lynch Interactive Corporation

Robert E. Dolan
See above - Lynch Interactive Corporation

W. Norman Harvey
President

Edgar H. Holden
Chairman

Ned Mohr
c/o Central Scott Telephone Company

Eugene Morris
c/o Central Scott Telephone Company

Christopher Porter
c/o Central Scott Telephone Company

Carole L. Rau
See above - Lynch Interactive Corporation

Officers:

Edgar H. Holden
Chairman

W. Norman Harvey
President

Robert E. Dolan
Vice President & Assistant Treasurer

Julie Andersen
Treasurer & Assistant Secretary
Lynch Telephone Corporation,
401 Theodore Fremd Avenue, Rye, NY 10580

Directors:

Robert E. Dolan
See above - Lynch Interactive Corporation

Jack W. Keen
See above - Western New Mexico Telephone Company

Officers:

Jack W. Keen
President

Mary Beth Baxter
Treasurer and Assistant Secretary

Robert E. Dolan
Vice President and Controller

Lynch Telephone Corporation III,
401 Theodore Fremd Avenue, Rye, NY 10580

Directors:

Delores A. Deitrick
C/o Lynch Telephone Corporation III

Robert E. Dolan
See above - Lynch Interactive Corporation

Richard J. Kiesling
Chairman

Mary J. Carroll
See above - Lynch Interactive Corporation

Officers:

Richard J. Kiesling
Chairman

Robert E. Dolan
President, Treasurer and Controller

(1) Citizen of Germany
(2) Citizen of the Cayman Islands
(3) Citizen of Bermuda
(4) Citizen of Bermuda and Canada
(5) Citizen of the UK
(6) Citizen of Switzerland
(7) Citizen of Italy
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GABELLI SECURITIES, INC.

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GABELLI FUNDS, LLC.

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GABELLI SMALL CAP GROWTH FUND

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

(2) PRICE EXCLUDES COMMISSION.