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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2014 (March 4, 2014)

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**GRAY TELEVISION, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Georgia**  
(State or Other Jurisdiction  
of Incorporation)

**001-13796**  
(Commission File Number)

**58-0285030**  
(IRS Employer  
Identification No.)

**4370 Peachtree Road, NE,  
Atlanta, GA 30319**  
(Address of Principal Executive Office)

**Registrant's telephone number, including area code (404) 504 - 9828**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics**

As part of Gray Television, Inc.'s (the "Company") periodic review of its corporate governance policies, on March 4, 2014, the Company amended certain provisions of its Code of Ethics (the "Code"). These amendments were made primarily to enhance the readability of the Code and update the Company's equal employment opportunity policy. The Code can be found on the Company's website at [www.gray.tv](http://www.gray.tv) under the *About Us* tab and *Governance* heading.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GRAY TELEVISION, INC.**

Date: March 10, 2014

By: /s/ James C. Ryan  
James C. Ryan  
Chief Financial Officer and Senior Vice President