

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): June 21, 2013

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
**(I.R.S. Employer
Identification Number)**

4370 Peachtree Road, Atlanta, GA 30319
(Address, Including Zip Code, of Principal Executive Offices)

(404) 504-9828
(Registrant's Telephone Number, Including Area Code)

N/A
(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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 21, 2013, Gray Television, Inc. (the “Company”) announced that Robert S. Prather, Jr. has resigned from his positions as President and Chief Operating Officer, and from the Board of Directors, of the Company, effective June 21, 2013.

The Company also announced that the Board of Directors has appointed Hilton H. Howell, Jr., who has served as Chief Executive Officer of the Company since August 2008, to also serve as President. Mr. Howell has served as a director of the Company since 1993, and as Vice Chairman since 2002.

A copy of the press release issued by the Company is included as Exhibit 99.1 to this Form 8-K.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Exhibit</u>
99.1	Press release of Gray Television, Inc. dated June 21, 2013

SIGNATURE

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.

By: /s/ James C. Ryan

Name: James C. Ryan

Title: Senior Vice President and
Chief Financial Officer

Date: June 21, 2013

Exhibit Index

<u>Number</u>	<u>Exhibit</u>
99.1	Press release of Gray Television, Inc. dated June 21, 2013

Gray Television Announces Departure of Robert S. Prather, Jr.

Hilton Howell Appointed President as well as Chief Executive Officer

Atlanta, June 21, 2013/PR Newswire/—Gray Television, Inc. (the “Company” or “Gray”) (NYSE: GTN and GTN.A) today announced that Robert S. Prather, Jr., its President and Chief Operating Officer, has resigned from all positions he held with the Company, effective immediately.

The Company also announced that Hilton H. Howell, Jr., the Company’s Chief Executive Officer, has been appointed to serve as President as well.

Mr. Howell said: “I want to thank Bob Prather for his service to the Company. As we continue to move ahead, I am looking forward to continuing to work closely with our corporate leadership team, as well as all the other members of Gray’s outstanding operational leadership team at our television stations. This is an exciting and dynamic time in the television broadcasting industry, and after our record year in 2012 we continue to be on track for a very solid year in 2013.”

The Company

We are a television broadcast company headquartered in Atlanta, Georgia, that owns and operates television stations broadcasting 45 channels affiliated with one of the “Big 4 Networks” (ABC, CBS, FOX and NBC) and 41 additional channels of programming in 30 television markets. Twenty-one of our channels are affiliated with the CBS Network, eleven channels are affiliated with the NBC Network, eight channels are affiliated with the ABC Network and five channels are affiliated with the FOX Network. Our 21 CBS-affiliated channels make us the largest independent owner of CBS affiliates in the United States.

Within a market, our additional broadcast channels are generally affiliated with networks different from those affiliated with our “Big 4 Network” channels, and are operated by us to make better use of our broadcast spectrum by providing supplemental and/or alternative programming to our “Big 4 Network” channels. Certain of our additional channels are affiliated with more than one network simultaneously. Our additional channels are affiliated with networks such as “MyNetworkTV”, the CW Network or the CW Plus Network, the MeTV Network, This TV Network, the Live Well Network, the Country Network and Antenna TV. We also broadcast eight local news/weather channels in certain of our existing markets. Our combined TV station group reaches approximately 6.2% of total United States households

Website: www.gray.tv

Contact: Hilton H. Howell, Jr., President and Chief Executive Officer, +1-404-266-5512

SOURCE Gray Television, Inc.