1. Name and Address of Reporting Person
HIGHLAND CAPITAL MANAGEMENT LP

2. Issuer Name and Ticker or Trading Symbol
GRAY TELEVISION INC [ GTN ]

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2008

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
   Director
   X 10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   X Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>S</td>
<td>18,400</td>
<td>$1.62</td>
</tr>
<tr>
<td>D</td>
<td>6,404,064</td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>V</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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1. Name and Address of Reporting Person
DONDERO JAMES D

1. Name and Address of Reporting Person
DONDERO JAMES D

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1. Name and Address of Reporting Person
HIGHLAND CAPITAL MANAGEMENT LP
Explaination of Responses:

1. This statement is filed by and on behalf of: (i) Highland Capital Management, L.P. ("Capital Management"); (ii) Strand Advisors, Inc. ("Strand"); and (iii) James D. Dondero.

2. Capital Management serves as investment adviser and/or manager to other persons, including Highland Credit Strategies Fund ("Credit Fund"), Highland Equity Focus Fund ("Focus Fund"), Highland Special Situations Fund ("Special Fund") and Highland Multi-Strategy Offshore Master SubFund ("SubFund"). Capital Management may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of other persons, including Credit Fund, Focus Fund, Special Fund, and SubFund.

3. Strand is the general partner of Capital Management. Strand may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of Capital Management.

4. Mr. Dondero is the President and a director of Strand. Mr. Dondero may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of Strand.

5. Each of the reporting persons states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Each of the reporting persons disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

6. Each of the reporting persons may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.

7. Neither Mr. Dondero, Capital Management, nor any other reporting person may bind, obligate or take any action, directly or indirectly, on behalf of Credit Fund, or Focus Fund.

Remarks:
Exhibit 99.1 - Joint Filer Agreement

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).


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.
EXHIBIT 99.1
JOINT FILER INFORMATION
OTHER REPORTING PERSON(s)
1. STRAND ADVISORS, INC.
ITEM INFORMATION

Name:                             Strand Advisors, Inc.
Address:                          Two Galleria Tower
                                  13455 Noel Road, Ste. 800
                                  Dallas, Texas 75240
Designated Filer:                 Highland Capital Management, L.P.
Issuer Name and Ticker or         GRAY TELEVISION, INC. [GTN]
Trading Symbol:
Date of Earliest Transaction     October 1, 2008
Required to be Reported
(Month/Day/Year):
If Amendment, Date Original
Filed (Month/Day/Year):           Not Applicable
Relationship of Reporting
Person(s) to Issuer:              10% Owner
Individual or Joint/Group
Filing:                           Form filed by More than One Reporting Person
Signature:
By:      /s/ James D. Dondero
--------------------------------
Name:    James D. Dondero
Title:   President
Date:    October 3, 2008

2. JAMES D. DONDERO
ITEM INFORMATION

Name:                             James D. Dondero
Address:                          Two Galleria Tower
                                  13455 Noel Road, Ste. 800
                                  Dallas, Texas 75240
Designated Filer:                 Highland Capital Management, L.P.
Issuer Name and Ticker or         GRAY TELEVISION, INC. [GTN]
Trading Symbol:
Date of Earliest Transaction     October 1, 2008
Required to be Reported
(Month/Day/Year):
If Amendment, Date Original
Filed (Month/Day/Year):           Not Applicable
Relationship of Reporting
Person(s) to Issuer:              10% Owner
Individual or Joint/Group
Filing:                           Form filed by More than One Reporting Person
Signature:
By:      /s/ James D. Dondero
--------------------------------
Name:    James D. Dondero
Date:    October 3, 2008