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

**FORM 8-K
(Amendment No. 2)**

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 20, 2015 (June 13, 2014)

GRAY TELEVISION, INC.

(Exact name of registrant as specified in its charter)

Georgia
(State of incorporation or
organization)

1-13796
(Commission
File Number)

58-0285030
(IRS Employer
Identification No.)

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

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

Not Applicable
(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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EXPLANATORY NOTE

On June 13, 2014, Gray Television, Inc. (“Gray”) filed a Current Report on Form 8-K (the “Initial Report”) to report the completion of its previously announced series of transactions with Hoak Media, LLC (“Hoak”). The Initial Report included, through incorporation by reference to a Form 8-K filed on May 29, 2014, certain historical financial statements of Hoak. On August 27, 2014, Gray filed Amendment No. 1 to the Initial Report to, among other things, file certain pro forma financial information of Gray giving effect to the Hoak acquisition as required by the rules and regulations of the Securities and Exchange Commission.

This Amendment No. 2 to the Initial Report is being filed solely to include a consent of Grant Thornton LLP, the independent certified public accountants of Hoak, to the incorporation by reference of their previously issued audit reports on the historical financial statements of Hoak for each of the three years in the period ended December 31, 2013, into Gray’s certain existing registration statements. Except as specifically set forth herein, the information contained in the Initial Report, as heretofore amended, is not being amended or supplemented to reflect facts or circumstances occurring after the date hereof.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits.

| <u>Number</u> | <u>Name</u> |
|---------------|-------------------------------|
| 99.1 | Consent of Grant Thornton LLP |

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 20, 2015

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

EXHIBIT INDEX

| <u>Number</u> | <u>Name</u> |
|---------------|-------------------------------|
| 99.1 | Consent of Grant Thornton LLP |

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated February 27, 2014, with respect to the 2013 and 2012 financial statements of Hoak Media, LLC and our report dated May 24, 2013, with respect to the 2011 financial statements of Hoak Media, LLC, incorporated by reference in the Current Report of Gray Television, Inc. on Form 8-K dated June 13, 2014. We hereby consent to the incorporation by reference of said reports in the Registration Statements of Gray Television, Inc. on Forms S-8 (File Nos. 333-156012, 333-143493, 333-117248, 333-17773, 333-160362, 333-106753, and 333-106751) and on Form S-3 (File No. 333-190763).

/s/ Grant Thornton LLP
Dallas, Texas
March 20, 2015