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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):

April 6, 2006

Gray Television, Inc.

(Exact name of registrant as specified in its charter)

Georgia

1-13796

58-0285030

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4370 Peachtree Road NE, Atlanta, Georgia

30319

(Address of principal executive offices)

(Zip Code)

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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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective April 6, 2006, the Board of Directors of Gray Television, Inc. (the "Company") adopted an amendment to the Bylaws of the Company (the "Bylaws"). This amendment altered a provision of the Bylaws requiring shareholder meetings to be held within the State of Georgia, such that the Board of Directors of the Company may now designate sites for such meetings within or outside of the State of Georgia.

A copy of the Amendment to the Bylaws is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Amendment to the Bylaws of Gray Television, Inc.

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**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.

April 12, 2006

By: *James C. Ryan*

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*Name: James C. Ryan*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to the Bylaws of Gray Television, Inc.

**Exhibit 3.1**

**AMENDMENT TO THE BYLAWS  
OF GRAY TELEVISION, INC.**

**THIS AMENDMENT TO THE BYLAWS OF GRAY TELEVISION, INC.** (the "Amendment") is made and shall be effective as of the 6<sup>th</sup> day of April, 2006.

**W I T N E S S E T H:**

**WHEREAS**, the Board of Directors of Gray Television, Inc., a Georgia corporation (the "Company"), has authorized and approved the amendment of the Bylaws of the Company described below;

**NOW, THEREFORE**, Article II, Section 3 of the Bylaws of the Company is hereby deleted in its entirety and the following is substituted in lieu thereof:

"Section 3. Place of Meeting. The Board of Directors may designate any place in or out of the State of Georgia as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Company in the State of Georgia."

**IN WITNESS WHEREOF**, the undersigned has executed this Amendment as of the day and year first above written.

/S/ JAMES C. RYAN

James C. Ryan

Chief Financial Officer and

Senior Vice President