

# 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) May 5, 2023 (May 4, 2023)

# Gray Television, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Georgia

001-13796

58-0285030

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

4370 Peachtree Road, NE, Atlanta, Georgia

30319

(Address of Principal Executive Offices)

(Zip Code)

404-504-9828

(Registrant's Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each Class                        | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| <b>Class A common stock (no par value)</b> | <b>GTN.A</b>      | <b>New York Stock Exchange</b>            |
| <b>common stock (no par value)</b>         | <b>GTN</b>        | <b>New York Stock Exchange</b>            |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 4, 2023, Gray Television, Inc. (the “Company”) held its 2023 Annual Meeting of Shareholders (the “Annual Meeting”). The results of voting on the proposals submitted to a vote of the Company’s shareholders at the Annual Meeting were as follows:

**Proposal No. 1 (Election of Directors):**

| <u>Nominee</u>            | <u>Vote For</u> | <u>Vote Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------------|-----------------|----------------------|-------------------------|
| Hilton H. Howell, Jr.     | 127,559,981     | 2,108,347            | 14,461,164              |
| Howell W. Newton          | 108,856,237     | 20,812,091           | 14,461,164              |
| Richard L. Boger          | 108,425,609     | 21,242,719           | 14,461,164              |
| Luis A. Garcia            | 128,706,973     | 961,355              | 14,461,164              |
| Richard B. Hare           | 101,303,843     | 28,364,485           | 14,461,164              |
| Robin R. Howell           | 128,746,414     | 921,914              | 14,461,164              |
| Donald LaPlatney          | 128,752,065     | 916,263              | 14,461,164              |
| Lorraine McClain          | 129,109,963     | 558,365              | 14,461,164              |
| Paul H. McTear            | 128,718,642     | 949,686              | 14,461,164              |
| Sterling A. Spainhour Jr. | 109,069,228     | 20,599,100           | 14,461,164              |

**Proposal No. 2 (Approval, on a non-binding advisory basis, of the compensation of the Company’s named executive officers):**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
| 110,350,341      | 19,028,427           | 289,560        | 14,461,164              |

**Proposal No. 3 (Non-binding advisory vote relating to the frequency (every one, two or three years) of Gray Television, Inc.’s future non-binding say-on-pay votes):**

| <u>Every 1 Year</u> | <u>Every 2 Years</u> | <u>Every 3 years</u> | <u>Abstain</u> |
|---------------------|----------------------|----------------------|----------------|
| 51,603,486          | 91,988               | 77,875,597           | 97,257         |

**Proposal No. 4 (Ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm for 2023):**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> |
|------------------|----------------------|----------------|
| 143,639,150      | 438,612              | 51,730         |

In light of the results of the advisory vote on proposal No. 3 above, the Company’s Board of Directors determined that the Company will hold future say-on-pay votes every three years until the next required advisory vote on the frequency of say-on-pay votes, which will be no later than the Company’s annual meeting of shareholders in 2029.

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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.

May 5, 2023

By: /s/ James C. Ryan

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Name: James C. Ryan

Title: Executive Vice President and  
Chief Financial Officer