**Statement of Changes in Beneficial Ownership**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940.

1. Name and Address of Reporting Person:
   Latek Kevin Paul
   
   (Last)  (First)  (Middle)
   4370 PEACHTREE ROAD, NE
   ATLANTA   GA   30319

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

3. Date of Earliest Transaction (Month/Day/Year):
   01/18/2017

4. If Amendment, Date of Original Filed (Month/Day/Year):
   01/20/2017

5. Relationship of Reporting Person(s) to Issuer:
   Director
   10% Owner
   EVP Chief L & D Officer

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

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

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Transaction Date</th>
<th>3. Transaction Code</th>
<th>4. Securities Acquired (A) or Disposed Of (D)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/18/2017</td>
<td>A</td>
<td>86,280 (1)(2)</td>
<td>A</td>
<td>$0.00</td>
<td>279,145</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>63,689</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

**Explanation of Responses:**


2. This amendment is being filed to correct the reference to the class of stock represented by the January 18, 2017 award. Due to administrative error, the original filing reported a restricted stock grant of Class A common stock rather than Common Stock. The amounts reported on Mr. Latek’s Form 4, filed on February 2, 2017, also reflect this administrative error, and will be correctly referenced in subsequent reports.

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney 03/17/2017

**Signature of Reporting Person**  Date

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.