GRAY TELEVISION, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Gray Television, Inc.

(Full Name of Filing Person)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:
**IMPORTANT NOTICE**

Regarding the Availability of Proxy Material

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

**Shareholder Meeting to be held on 06/04/08**

Proxy Material Available
- Notice and Proxy Statement
- Form 10K

**PROXY MATERIAL - VIEW OR RECEIVE**

You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 05/21/08.

**HOW TO VIEW MATERIAL VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

**HOW TO REQUEST A COPY OF MATERIAL**

1) BY INTERNET - www.proxyvote.com
2) BY TELEPHONE - 1-800-579-1639
3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number located on the following page in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote
Meeting Information

Meeting Type: Annual
Meeting Date: 06/04/08
Meeting Time: 9:30 A.M.
For holders as of: 04/15/08

Meeting Location:
The Peachtree Insurance Center
The Executive Board Room
4370 Peachtree Road, N.E., 5th Floor
Atlanta, GA 30319

Meeting Directions:
For Meeting Directions Please Call:
(404)266-8333

How To Vote

Vote In Person
Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet
To vote now by Internet, go to WWW.PROXYVOTE.COM.
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.
THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” ITEM 1.

1. ELECTION OF DIRECTORS

   Nominees:
   01) Richard L. Boger
       07) Howell W. Newton
   02) Ray M. Deaver
       08) Hugh E. Norton
   03) T. L. Elder
       09) Robert S. Prather, Jr.
   04) Hilton H. Howell, Jr.
       10) Harriett J. Robinson
   05) William E. Mayher, III
       11) J. Mack Robinson
   06) Zell B. Miller

   2. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

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