

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**SCHEDULE 14A**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**GRAY TELEVISION, INC.**

**(Name of Registrant as Specified in Its Charter)**

**N/A**

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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# Your **Vote** Counts!

**GRAY TELEVISION, INC.**

2023 Annual Meeting

Vote by May 3, 2023

11:59 PM ET

GRAY TELEVISION, INC.  
4370 PEACHTREE ROAD, N.E.  
ATLANTA, GA 30319



D99489-P83956-284096

## You invested in GRAY TELEVISION, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 4, 2023.**

### Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 20, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*

May 4, 2023  
11:30 AM EDT

4370 Peachtree Road, N.E.  
Atlanta, Georgia 30319

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of Directors <b>Nominees:</b> 01) Hilton H. Howell, Jr.      05) Richard B. Hare      09) Paul H. McTear 02) Howell W. Newton      06) Robin R. Howell      10) Sterling A. Spainhour, Jr. 03) Richard L. Boger      07) Donald P. LaPlatney 04) Luis A. Garcia      08) Lorraine McClain	✔ For
2. The approval, on a non-binding advisory basis, of the compensation of Gray Television, Inc.'s named executive officers, the "say-on-pay vote".	✔ For
3. A 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.	3 Years
4. The ratification of the appointment of RSM US LLP as Gray Television, Inc.'s independent registered public accounting firm for 2023.	✔ For
<b>NOTE:</b> In their discretion, the proxies will be authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".