GRAY TELEVISION, INC.

 UNDER 
THE SECURITIES ACT OF 1933

-postive Amendment No. 1 to Form S-8 Registration Statement No. 333-160362
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-143493
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-117248
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-106753
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-106752
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-106751
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-69098
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-89855
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-42377
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-15711

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

GRAY TELEVISION, INC.
(Exact name of registrant as specified in its charter)

Georgia 
(State or other jurisdiction of incorporation or organization) 

4370 Peachtree Road, NE
Atlanta, Georgia 30319
(Address of Principal Executive Offices) (Zip Code)

Gray Television Inc. Employee Stock Purchase Plan
Gray Television, Inc. 2007 Long Term Incentive Plan
Gray Television, Inc. Director Restricted Stock Plan
Gray Television, Inc. 2002 Long-Term Incentive Plan
Gray Communications Systems, Inc. 1992 Long-Term Incentive Plan
Gray Communications Systems, Inc. Non-Employee Directors Stock Option Plan
(Full title of the plan)

58-0285030
(I.R.S. Employer Identification No.)
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐
Accelerated filer ☐
Smaller reporting company ☐
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 7(a)(2)(B) of the Securities Act. ☐
EXPLANATORY NOTE
DEREGISTRATION OF SECURITIES

Gray Television, Inc., a Georgia corporation (the “Registrant”), is filing these post-effective amendments (these “Post-Effective Amendments”) to the following registration statements on Form S-8 (each, a “Registration Statement,” and collectively, the “Registration Statements”) which have been previously filed with the Securities and Exchange Commission (the “SEC”), to deregister any and all shares of the Registrant’s Class A common stock, no par value per share (“Class A Common Stock”), and the Registrant’s common stock, no par value per share (“Common Stock” and, together with the Class A Common Stock, the “Securities”), registered but unsold or otherwise unissued under each such Registration Statement as of the date hereof:

<table>
<thead>
<tr>
<th>Registration Statement No.</th>
<th>Plan (each, a “Plan,” and collectively, the “Plans”)</th>
</tr>
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The Registrant has terminated all offerings of Securities pursuant to Plans registered on the foregoing Registration Statements. As a result, in accordance with the undertakings contained in the Registration Statements pursuant to Item 512 of Regulation S-K, the Registrant deregisters all Securities and associated Plan interests registered pursuant to the Registration Statements that have not been issued under the Plans.

The Post-Effective Amendments shall become effective upon filing with the SEC pursuant to Rule 464 under the Securities Act of 1933, as amended.
Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 5th day of August 2022.

GRAY TELEVISION, INC.

By: /s/ James C. Ryan

James C. Ryan
Executive Vice President and Chief
Financial Officer

No other person is required to sign this Post-Effective Amendment to the Registration Statements on behalf of the registrant in reliance upon Rule 478 under the Securities Act of 1933, as amended.