

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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) November 12, 2003

GRAY TELEVISION, INC.

(Exact Name of Registrant as Specified in its Charter)

Georgia

0-13796

58-0285030

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

4370 Peachtree Road, Atlanta, Georgia

30319

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (404) 504-9828

(Former Name or Former Address, if Changed Since Last Report)

TABLE OF CONTENTS

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-99.1 PRESS RELEASE ISSUED NOVEMBER 12, 2003](#)

[Table of Contents](#)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

99.1 Press Release of Gray Television, Inc. issued November 12, 2003.

Item 12. Results of Operations and Financial Condition.

The information set forth under this Item 12 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

On November 12, 2003, Gray Television, Inc. issued a press release reporting its financial results for the third quarter ended September 30, 2003. A copy of the press release is hereby attached as Exhibit 99.1 and incorporated herein by reference.

EXHIBIT INDEX

99.1 Press Release of Gray Television, Inc. issued November 12, 2003.

NEWS RELEASE

GRAY REPORTS OPERATING RESULTS
FOR THE THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 30, 2003

ATLANTA, GEORGIA - NOVEMBER 12, 2003 . . . GRAY TELEVISION, INC. (THE "COMPANY") (NYSE: GTN) today announced its results for the three months ("third quarter") and nine months ended September 30, 2003.

Operating income for the third quarter of 2003 of \$19.5 million exceeded the high end guidance range previously issued by the Company.

The Company's reported results for 2003 reflect the impact of the acquisition of Stations Holding Company, Inc., on October 25 2002, comprising 15 network affiliated television stations serving 13 television markets and the acquisition on December 18, 2002 of KOLO-TV, the ABC affiliate serving Reno, Nevada. Both acquisitions are collectively referred to as the "2002 Acquisitions". The Company has also provided information on its operating results on a "pro forma" basis which gives effect to the 2002 Acquisitions as if they had occurred on January 1, 2002 (see Note 1).

THIRD QUARTER OF 2003 COMPARED TO THE THIRD QUARTER OF 2002

Revenues. Total revenues for the three months ended September 30, 2003 increased 73% to \$73.4 million as compared to the corresponding period of the prior year primarily reflecting the impact of the 2002 Acquisitions. Broadcasting revenues increased 104% to \$60.4 million. The stations acquired in 2002 had revenue of \$31.8 million in the third quarter of 2003. For the television stations that were owned continuously for the quarter ended September 30, 2003 and 2002, total revenue decreased 3% while political revenue decreased \$3.0 million. On a pro forma basis, total broadcasting revenues decreased 4% from the pro forma results of the third quarter of 2002. Broadcasting local and national revenues increased 6% and 4% respectively from the pro forma results of 2002 while political advertising revenue decreased \$5.4 million from the pro forma results for the third quarter of 2002.

Operating expenses. Operating expenses before depreciation and amortization increased 74% to \$46.9 million primarily reflecting the impact of the 2002 Acquisitions. Broadcasting expenses, before depreciation and amortization, increased 114% to \$35.7 million. The stations acquired in 2002 had broadcast expense of \$18.8 million in the third quarter of 2003. For the television stations that were owned continuously for the quarters ended September 30, 2003 and 2002, broadcast expenses increased only 1% from the prior period. On a pro forma basis, broadcasting operating expenses before depreciation and amortization decreased 3% to \$35.7 million from the prior year.

4370 Peachtree Road, NE * Atlanta, GA 30319
(404) 504-9828 * Fax (404) 261-9607

NINE MONTHS ENDED SEPTEMBER 30, 2003 COMPARED TO THE NINE MONTHS ENDED
SEPTEMBER 30, 2002

Revenues. Total revenues for the nine months ended September 30, 2003 increased 75% to \$215.0 million as compared to the same period of the prior year primarily reflecting the impact of the 2002 Acquisitions. Broadcasting revenues increased 109% to \$176.5 million. The stations acquired in 2002 had revenue of \$92.9 million in the first nine months of 2003. For the television stations that were owned continuously for the nine month periods ended September 30, 2003 and 2002, total revenue decreased 1% between the periods while political revenue decreased \$3.9 million. On a pro forma basis total broadcasting revenues decreased 1% to \$176.5 million from the pro forma results for the first nine months of 2002. Broadcasting local and national revenue increased 4% and 4% respectively from the pro forma results of 2002 while political advertising revenue decreased \$6.9 million from the pro forma results

for the first nine months of 2002.

Operating expenses. Operating expenses before depreciation and amortization increased 77% to \$140.3 million primarily reflecting the impact of the 2002 Acquisitions. Broadcasting expenses, before depreciation and amortization, increased 119% to \$106.3 million. The stations acquired in 2002 had broadcast expense of \$56.2 million in the first nine months of 2003. For the television stations that were owned continuously for the nine month periods ended September 30, 2003 and 2002, broadcast expenses increased 3%. On a pro forma basis broadcasting operating expenses before depreciation and amortization were consistent with that of the prior year at \$106.3 million.

BALANCE SHEET

Total debt outstanding at September 30, 2003 was \$655.9 million compared to \$658.2 million at December 31, 2002. The Company's cash balance was \$10.2 million at September 30, 2003 compared to \$12.9 million at December 31, 2002

Gray Television, Inc.
Earnings Release for the Three Months
and Nine Months Ended September 30, 2003

Page 2 of 8

GUIDANCE FOR THE FOURTH QUARTER AND FULL YEAR OF 2003

The Company currently anticipates that its results of operations for the three months ended December 31, 2003 will approximate the ranges presented in the table below.

Dollars in Millions	THREE MONTHS ENDED DECEMBER 31, 2003 ESTIMATED RANGE	
	LOW	HIGH
OPERATING REVENUES		
Broadcasting (less agency commissions)	\$65.0	\$65.8
Publishing	11.5	11.8
Paging	1.8	1.9
	-----	-----
TOTAL OPERATING REVENUES	78.3	79.5
	-----	-----
OPERATING EXPENSES		
Operating expenses before depreciation and amortization		
Broadcasting	38.5	38.7
Publishing	8.0	8.2
Paging	1.5	1.6
Corporate	1.4	1.5
Depreciation and amortization	7.0	7.1
	-----	-----
TOTAL OPERATING EXPENSES	56.4	57.1
	-----	-----
OPERATING INCOME	\$21.9	\$22.4
	=====	=====

The Company currently anticipates that its results of operations for the year ended December 31, 2003 will approximate the ranges presented in the table below. The Company currently estimates that full year 2003 non-cash 401(k) plan expense will approximate \$2.2 million and such estimate is included in the operating expense estimates presented below.

Dollars in Millions

YEAR ENDED
DECEMBER 31, 2003
ESTIMATED RANGE

	LOW	HIGH
OPERATING REVENUES		
Broadcasting (less agency commissions)	\$241.5	\$242.3
Publishing	44.0	44.3
Paging	7.7	7.8
TOTAL OPERATING REVENUES	293.2	294.4
OPERATING EXPENSES		
Operating expenses before depreciation and amortization		
Broadcasting	144.8	145.0
Publishing	31.6	31.8
Paging	5.7	5.8
Corporate	7.5	7.7
Depreciation and amortization	28.2	28.3
TOTAL OPERATING EXPENSES	217.8	218.6
OPERATING INCOME	\$ 75.4	\$ 75.8

Gray Television, Inc.
Earnings Release for the Three Months
and Nine Months Ended September 30, 2003

Page 3 of 8

FOR INFORMATION CONTACT:

BOB PRATHER
PRESIDENT AND
CHIEF OPERATING OFFICER
(404) 266-8333

JIM RYAN
SENIOR V. P. AND
CHIEF FINANCIAL OFFICER
(404) 504-9828

WEB SITE: www.graytvinc.com

CONFERENCE CALL INFORMATION

Gray Television, Inc. will host a conference call to discuss its third quarter operating results on Wednesday November 12, 2003. The call will begin at 2:00 p.m. Eastern Time. The live dial-in number is (877) 461-2814 and the reservation number is T456315G. The call will be webcast live and available for replay at www.graytvinc.com. The taped replay of the conference call will be available at (888) 509-0081 until November 23, 2003.

THE COMPANY

Gray Television, Inc. is a communications company headquartered in Atlanta, Georgia, and currently owns 29 television stations serving 25 television markets. The stations include 15 CBS affiliates, seven NBC affiliates and seven ABC affiliates. Gray Television, Inc. has 22 stations ranked #1 in local news audience and 22 stations ranked #1 in overall audience within their respective markets based on the results of the Nielsen November 2002 ratings reports. The TV station group reaches approximately 5.3% of total U.S. TV households. The Company also owns four daily newspapers, three in Georgia and one in Indiana.

Gray Television, Inc.
Earnings Release for the Three Months
and Nine Months Ended September 30, 2003

Page 4 of 8

GRAY TELEVISION, INC.
(in thousands, except per share data and percentages)

SELECTED UNAUDITED OPERATING DATA:	AS REPORTED(1) THREE MONTHS ENDED SEPTEMBER 30,			PRO FORMA(1) THREE MONTHS ENDED SEPTEMBER 30,	
	2003	2002	% CHANGE	2002	% CHANGE
OPERATING REVENUES					
Broadcasting (less agency commissions)	\$ 60,372	\$29,535	104%	\$ 62,965	(4)%
Publishing	10,995	10,858	1%	10,858	1%
Paging	1,985	2,116	(6)%	2,116	(6)%
TOTAL OPERATING REVENUES	73,352	42,509	73%	75,939	(3)%
OPERATING EXPENSES					
Operating expenses before depreciation and amortization					
Broadcasting	35,657	16,647	114%	36,707	(3)%
Publishing	7,917	7,790	2%	7,790	2%
Paging	1,384	1,360	2%	1,360	2%
Corporate and administrative	1,916	1,169	64%	2,372	(19)%
Depreciation and amortization	6,990	3,632	92%	5,493	27%
TOTAL OPERATING EXPENSES	53,864	30,598	76%	53,722	0%
Operating income	19,488	11,911	64%	22,217	(12)%
Miscellaneous income (expense), net	16	(42)	NA	(42)	NA
Appreciation in value of derivatives, net	-0-	851	(100)%	851	(100)%
Interest expense	(10,458)	(8,049)	30%	(12,328)	(15)%
INCOME BEFORE INCOME TAXES	9,046	4,671	94%	10,698	(15)%
Income tax expense	3,490	1,555	124%	3,846	(9)%
NET INCOME	5,556	3,116	78%	6,852	(19)%
Preferred dividends	822	800	3%	800	3%
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	\$ 4,734	\$ 2,316	104%	\$ 6,052	(22)%
DILUTED PER SHARE INFORMATION:					
Net income per share available to common stockholders	\$ 0.09	\$ 0.14	(35)%	\$ 0.12	(22)%
Weighted average shares outstanding	50,596	16,027	216%	50,527	0%
OTHER SELECTED DATA					
POLITICAL REVENUE	\$ 1,124	\$ 3,210	(65)%	\$ 6,494	(83)%

SELECTED BALANCE SHEET DATA:	SEPT. 30 2003	DEC. 31, 2002
Cash and cash equivalents	\$ 10,208	\$ 12,915
Total Debt (2)	655,904	658,220
Total debt net of cash	645,696	645,305

Gray Television, Inc.
Earnings Release for the Three Months
and Nine Months Ended September 30, 2003

Page 5 of 8

GRAY TELEVISION, INC.
(in thousands, except per share data and percentages)

SELECTED UNAUDITED OPERATING DATA:	AS REPORTED(1) NINE MONTHS ENDED SEPTEMBER 30,			PRO FORMA(1) NINE MONTHS ENDED SEPTEMBER 30,	
	2003	2002	% CHANGE	2002	% CHANGE
OPERATING REVENUES					
Broadcasting (less agency commissions)	\$176,524	\$ 84,541	109%	\$178,420	(1)%

Publishing	32,535	32,074	1%	32,074	1%
Paging	5,915	6,199	(5)%	6,199	(5)%
TOTAL OPERATING REVENUES	214,974	122,814	75%	216,693	(1)%
OPERATING EXPENSES					
Operating expenses before depreciation and amortization					
Broadcasting	106,299	48,622	119%	106,481	(0)%
Publishing	23,605	23,210	2%	23,210	2%
Paging	4,234	4,114	3%	4,114	3%
Corporate and administrative	6,159	3,285	87%	6,304	(2)%
Depreciation and amortization	21,159	11,065	91%	16,649	27%
TOTAL OPERATING EXPENSES	161,456	90,296	79%	156,758	3%
Operating income	53,518	32,518	65%	59,935	(11)%
Miscellaneous income, net	132	55	140%	55	140%
Appreciation in value of derivatives, net	-0-	1,581	(100)%	1,581	(100)%
Interest expense	(32,700)	(24,915)	31%	(38,077)	(14)%
Loss on early extinguishment of debt	-0-	(11,275)	NA	(11,275)	NA
INCOME (LOSS) BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	20,950	(2,036)	NA	12,219	71%
Income tax expense (benefit)	8,191	(786)	NA	4,631	77%
NET INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	12,759	(1,250)	NA	7,588	68%
Cumulative effect of accounting change, net of \$8,873 income tax benefit	-0-	(30,592)	NA	(30,592)	NA
NET INCOME (LOSS)	12,759	(31,842)	NA	(23,004)	NA
Preferred dividends	2,465	1,603	54%	1,603	54%
Preferred dividends associated with the redemption of preferred stock	-0-	3,969	(100)%	3,969	(100)%
NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS	\$ 10,294	\$(37,414)	NA	\$(28,576)	NA
DILUTED PER SHARE INFORMATION:					
Net income (loss) before cumulative effect of accounting change available to common stockholders	\$ 0.20	\$(0.43)	NA	\$ 0.04	410%
Cumulative effect of accounting change, net of income taxes	-0-	(1.95)	NA	(0.61)	NA
Net income (loss) per share available to common stockholders	\$ 0.20	\$(2.38)	NA	\$(0.57)	NA
Weighted average shares outstanding	50,574	15,692	222%	50,522	0%
OTHER SELECTED DATA					
POLITICAL REVENUE	\$ 3,417	\$ 5,399	(37)%	\$ 10,287	(67)%

Gray Television, Inc.
Earnings Release for the Three Months
and Nine Months Ended September 30, 2003

Page 6 of 8

NOTES:

Note 1. "As Reported (1)" and "Pro forma"

Information in this earnings release has been presented under two different methods: as reported and pro forma. The as reported basis of presentation gives effect to the acquisitions as of their respective acquisition dates. The pro forma presentation gives effect to the acquisitions of Stations Holding Company, Inc. which occurred on October 25, 2002 and KOLO-TV which occurred on December 18, 2002 as if each had occurred on January 1, 2002. Accordingly, the pro forma presentation combines the Company's historical results of operations with the respective acquired operation's historical pre-acquisition operating results. Certain amounts of corporate overhead were eliminated in the pro forma presentation. Depreciation and amortization expense in the pro forma presentation give effect to accounting for the respective acquisitions. Pro forma income tax expense or benefit assumes an effective tax rate of 38% on the pro forma incremental net pre-tax income or loss. Pro forma interest expense and shares outstanding give effect to the Company's issuance of additional debt and common equity to finance, in part, the acquisitions. An unaudited reconciliation between the as reported and the pro forma condensed consolidated statements of operations for the three months and nine months ended September 30, 2002 follows:

Data in Thousands

THREE MONTHS ENDED SEPTEMBER 30, 2002

	AS REPORTED	EFFECT OF ACQUISITIONS	PRO FORMA
Operating revenues			
Broadcasting (less agency commissions)	\$ 29,535	\$ 33,430	\$ 62,965
Publishing	10,858	-0-	10,858
Paging	2,116	-0-	2,116
Total operating revenues	42,509	33,430	75,939
Operating expenses before depreciation and amortization			
Broadcasting	16,647	20,060	36,707
Publishing	7,790	-0-	7,790
Paging	1,360	-0-	1,360
Corporate and administrative	1,169	1,203	2,372
Depreciation and amortization	3,632	1,861	5,493
Total operating expenses	30,598	23,124	53,722
Operating income	11,911	10,306	22,217
Miscellaneous income (expense), net	(42)	-0-	(42)
Appreciation in value of derivatives, net	851	-0-	851
Interest expense	(8,049)	(4,279)	(12,328)
Income before income tax	4,671	6,027	10,698
Income tax expense	1,555	2,291	3,846
Net income	3,116	3,736	6,852
Preferred dividends	800	-0-	800
Net income available to common stockholders	\$ 2,316	\$ 3,736	\$ 6,052
Diluted weighted average shares outstanding	16,027	34,500	50,527
Other Selected Data:			
Broadcast Revenue			
Local	\$ 15,958	\$ 18,989	\$ 34,947
National	8,082	9,045	17,127
Network compensation	1,368	871	2,239
Political	3,211	3,283	6,494
Other	916	1,242	2,158
Total Broadcast Revenue	\$ 29,535	\$ 33,430	\$ 62,965

Gray Television, Inc.
Earnings Release for the Three Months
and Nine Months Ended September 30, 2003

Page 7 of 8

Data in Thousands

NINE MONTHS ENDED SEPTEMBER 30, 2002

	AS REPORTED	EFFECT OF ACQUISITIONS	PRO FORMA
Operating revenues			
Broadcasting (less agency commissions)	\$ 84,541	\$ 93,879	\$ 178,420
Publishing	32,074	-0-	32,074
Paging	6,199	-0-	6,199
Total operating revenues	122,814	93,879	216,693
Operating expenses before depreciation and amortization			
Broadcasting	48,622	57,859	106,481
Publishing	23,210	-0-	23,210
Paging	4,114	-0-	4,114
Corporate and administrative	3,285	3,019	6,304
Depreciation and amortization	11,065	5,584	16,649
Total operating expenses	90,296	66,462	156,758

Operating income	32,518	27,417	59,935
Miscellaneous income, net	55	-0-	55
Appreciation in value of derivatives, net	1,581	-0-	1,581
Interest expense	(24,915)	(13,162)	(38,077)
Loss on early extinguishment of debt	(11,275)	-0-	(11,275)
	-----	-----	-----
Income (loss) before income tax and cumulative effect of accounting change	(2,036)	14,255	12,219
Income tax expense (benefit)	(786)	5,417	4,631
	-----	-----	-----
Net income (loss) before cumulative effect of accounting change	(1,250)	8,838	7,588
Cumulative effect of accounting change, net of \$8,873 income tax benefit	(30,592)	-0-	(30,592)
	-----	-----	-----
Net income (loss)	(31,842)	8,838	(23,004)
Preferred dividends	5,572	-0-	5,572
	-----	-----	-----
Net income (loss) available to common stockholders	\$ (37,414)	\$ 8,838	\$ (28,576)
	=====	=====	=====
Diluted weighted average shares outstanding	15,692	34,830	50,522
	=====	=====	=====
Other Selected Data:			
Broadcast Revenue			
Local	\$ 47,871	\$ 56,312	\$ 104,183
National	24,095	26,101	50,196
Network compensation	3,981	2,666	6,647
Political	5,399	4,888	10,287
Other	3,195	3,912	7,107
	-----	-----	-----
Total Broadcast Revenue	\$ 84,541	\$ 93,879	\$ 178,420
	=====	=====	=====

Note 2. Debt

Total debt as of September 30, 2003 and December 31, 2002 does not include \$1.2 million and \$1.3 million, respectively, of unamortized debt discount on the Company's 9 1/4% Senior Subordinated Notes due March 2011.

CAUTIONARY STATEMENTS FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT

The preceding comments on Gray's current expectations of operating results for the fourth quarter of 2003 are "forward looking" for purposes of the Private Securities Litigation Reform Act of 1995. Actual results of operations are subject to a number of risks and may differ materially from the current expectations discussed in this press release. See the Company's annual report on Form 10K for a discussion of risk factors that may affect the Company.

Gray Television, Inc.
Earnings Release for the Three Months
and Nine Months Ended September 30, 2003

Page 8 of 8