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UNITED STATES  
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): February 2, 2016 (January 27, 2016)

**Gray Television, Inc.**

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction  
of incorporation)

001-13796

(Commission File Number)

58-0285030

(IRS employer  
Identification No.)

4370 Peachtree Road, NE, Atlanta GA

(Address of principal executive offices)

30319

(Zip Code)

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

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 27, 2016, Gray Television, Inc. (“Gray,” the “Company” or “our”), announced the promotion of its five Senior Vice Presidents to new positions in response to the Company's growing scale, diversification and profile. The changes were effective on February 1, 2016.

Jim Ryan is now Executive Vice President and Chief Financial Officer. Previously, he served as our Senior Vice President and Chief Financial Officer. Jim will continue to oversee accounting, finance, tax, benefits and risk management functions at all levels in the company. He has been with the Company since 1998.

Kevin Latek is now Executive Vice President and Chief Legal and Development Officer. Previously, he served as our Senior Vice President of Business Affairs and prior thereto our General Counsel. Kevin joined the Company in early 2012 after 15 years as a media lawyer for a Washington, DC law firm.

Bob Smith, age 53, is now Executive Vice President and Co-Chief Operating Officer. Previously he served as Senior Vice President of Midwest and West regions of the Company since July 2013. Bob had a long career as a sales manager and general manager for various stations prior to being named a Regional Vice President for Gray in 2002.

Nick Waller, age 62, is now Executive Vice President and Co-Chief Operating Officer. Previously he served as Senior Vice President of Mid-Atlantic and South regions of the Company since July 2013. Nick spent 20 years with Datasouth Computer Corporation prior to becoming President and General Manager of WCTV in Tallahassee, Florida and a Regional Vice President for Gray as of 2005. He has been with Gray since 2002.

Jason Effinger is now Executive Vice President and Chief Digital and Technology Officer for Gray. Previously he served as Senior Vice President for Media and Technology. Jason spent many years in news and operations positions and became a Regional Vice President for Gray in 2007. He has been with Gray since 2002.

In addition, on February 1, 2016, the Company announced the passing of Dr. William E. Mayher, Jr., the Chairman of the Board and who had served as a member of the Board since August 1993. A copy of the press release relating to Dr. Mayher is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 7.01. Regulation FD Disclosure.**

Also on February 1, 2016, Gray completed the sale of all of the assets of KAKE-TV to Lockwood Broadcast Group, Inc. ("Lockwood") in exchange for Lockwood's WBXX-TV and \$11.2 million in cash. WBXX-TV is the CW affiliate for the Knoxville, Tennessee, market (DMA 62).

**Item 9.01. Financial Statements and Exhibits.**

(a) **Exhibits.** The following exhibit is filed with this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 1, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GRAY TELEVISION, INC.**

By: /s/ James C. Ryan  
Name: James C. Ryan  
Title: Executive Vice President and Chief Financial Officer

Date: February 2, 2016

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press release dated February 1, 2016.



## NEWS RELEASE

### GRAY CHAIRMAN DR. BILLY MAYHER PASSES AWAY

Atlanta, GA – February 1, 2016 . . . Gray Television, Inc. (“Gray” or “we” or “our”) (NYSE: GTN and GTN.A) announced today that William E. Mayher, III, the Chairman of our Board since August 1993, passed away peacefully yesterday in Athens, Georgia. He was 77 years old.



Throughout his tenure, Dr. Mayher had been an active member of our Board of Directors, serving on and chairing virtually every Board committee at various times. For over twenty years, he provided stability and reliable leadership as Gray transformed itself from a small newspaper publisher and broadcaster into one of the largest pure-play television groups in the country.

“We are saddened by the loss of our Chairman, Billy Mayher,” remarked Hilton H. Howell, Jr., our Vice-Chairman, President and Chief Executive Officer. “Billy’s tremendous strength of character was as great as his remarkable humility for all that this brilliant man achieved – and gave – throughout his life. Gray is a better company because of Billy’s leadership, and we will continue to dedicate ourselves to the values that he imparted to us.”

Dr. Mayher had a long and distinguished career as a neurosurgeon in Albany, Georgia from 1970 to 1998. Among his many other civic responsibilities, he served as Chairman of Blue Cross Blue Shield of Georgia; Chairman of the Medical College of Georgia Foundation Board; and Chairman of the Albany Regional Airport Commission. He also served on numerous boards, including the American Association of Neurological Surgeons and the Georgia Aviation Hall of Fame Board.

A funeral service will be held at 11:00 a.m. on Wednesday, February 3, 2016, at St. Paul’s Episcopal Church, 212 N Jefferson St., Albany, Georgia.

#### About Gray Television:

Gray Television, Inc. (NYSE: GTN and GTN.A) is a television broadcast company headquartered in Atlanta, Georgia, that owns and operates television stations and leading digital assets in markets throughout the United States. Upon the consummation of all announced transactions, our stations will reach approximately 9.4 percent of total United States television households.

4370 Peachtree Road, NE, Atlanta, GA 30319 | P 404.504.9828 F 404.261.9607 | [www.gray.tv](http://www.gray.tv)

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**Gray Contacts:**

[www.gray.tv](http://www.gray.tv)

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