UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

NAME OF ISSUER:  Gray Television, Inc.

TITLE OF CLASS OF SECURITIES: Common Stock

CUSIP NUMBER: 389375106

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT: December 31, 2016

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NUMBER: 389375106

(1) Names of Reporting Persons  The Bank of New York Mellon Corporation
IRS Identification Nos. of Above Persons   IRS No.13-2614959

(2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (   ) (b) (   )

(3) SEC use only

(4) Citizenship or Place of Organization                      New York

Number of Shares   (5) Sole Voting Power           3,589,157
Beneficially
Owned by Each   (6) Shared Voting Power                 0
Reporting Person
With   (7) Sole Dispositive Power 3,631,236
(8) Shared Dispositive Power 0

(9) Aggregate Amount Beneficially Owned
by Each Reporting Person 3,631,236

(10) Check if the Aggregated Amount in Row (9) Excludes Certain Shares (see Instructions) (   )

(11) Percent of Class Represented by Amount in Row (9) 5.48%

(12) Type of Reporting Person (See Instructions) HC

SCHEDULE 13G

Item 1(a)  Name of Issuer:  Gray Television, Inc.

Item 1(b)  Address of Issuer's Principal Executive Office:
4370 Peachtree Road, NE
Atlanta, Georgia 30319
United States

Item 2(a)  Name of Person Filing:  The Bank of New York Mellon Corporation
and any other reporting person(s) identified on the second part of the cover page(s) and Exhibit I
Item 2(b)     Address of Principal Business Office, or if None, Residence:
              C/O The Bank of New York Mellon Corporation
              225 Liberty Street
              New York, New York 10286
              (for all reporting persons)

Item 2(c)     Citizenship:           See cover page and Exhibit I

Item 2(d)     Title of Class of Securities: Common Stock

CUSIP Number 389375106

Item 3     See Item 12 of cover page(s) ("Type of Reporting Person ") for each reporting person.

Symbol Category

BD = Broker or Dealer registered under Section 15 of the
     Securities Exchange Act of 1934

BK = Bank as defined in Section 3(a)(6) of the Securities
     Exchange Act of 1934

IV = Investment Company registered under Section 8 of the
     Investment Company Act of 1940

IA = Investment Advisor registered under Section 203 of the
     Investment Advisors Act of 1940

EP = Employee Benefit Plan, Pension Fund which is subject
     to the provisions of the Employee Retirement Income
     Security Act of 1974 or Endowment Fund; see
     Section 240.13 - d(1)(b)(1)(ii)(F)

HC = Parent Holding Company, in accordance with Section
     240.13-d(1)(b)(1)(ii)(G)

Item 4  Ownership:  See Item 5 through 9 and 11 of cover page(s)
              as to each reporting person.

The amount beneficially owned includes, where appropriate, securities
not outstanding which are subject to options, warrants, rights or
conversion privileges that are exercisable within 60 days. The securities
reported herein as beneficially owned may exclude securities of the issuer
with respect to which voting and/or dispositive power is exercised by
subsidiaries of The Bank of New York Mellon Corporation, or departments or
units thereof, independently from the exercise of those powers over the

The filing of this Schedule 13G shall not be construed as an admission
that The Bank of New York Mellon Corporation, or its direct or indirect
subsidiaries, including The Bank of New York Mellon and BNY Mellon, National
Association, are for the purposes of Section 13(d) or 13(g) of the Act, the
beneficial owners of any securities covered by this Schedule 13G.

The following information applies if checked: (    ) The Bank of New York
Mellon and/or (    ) The Bank of New York Mellon Trust Company, National
Association is/are the trustee of the issuer's employee benefit plan (the
Plan), which is subject to ERISA. The securities reported include all shares
held of record by such reporting person(s) as trustee of the Plan which have
not been allocated to the individual accounts of employee participants in
the Plan. The reporting person, however, disclaims beneficial ownership of
all shares that have been allocated to the individual accounts of employee
participants in the Plan for which directions have been received and followed.

Item 5  Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date
hereof the reporting person has ceased to be the beneficial owner of more
than five percent of the class of securities, check the following (  )

Item 6  Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by The Bank of New York Mellon
Corporation and its direct or indirect subsidiaries in their various
fiduciary capacities. As a result, another entity in every instance
is entitled to dividends or proceeds of sale. The number of
individual accounts holding an interest of 5% or more is (  )

Item 7  Identification and Classification of the Subsidiary Which Acquired
the Security Being Reported by the Parent Holding Company:

See Exhibit I.
Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. This filing is signed by The Bank of New York Mellon Corporation on behalf of all reporting entities pursuant to Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended.

Date: February 03, 2017

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ IVAN R. ARIAS
--------------------------
Ivan R. Arias
Attorney-In-Fact

EXHIBIT I

The shares reported on the attached Schedule 13G are beneficially owned by the following direct or indirect subsidiaries of The Bank of New York Mellon Corporation, as marked (X):

(A) The Item 3 classification of each of the subsidiaries listed below is "Item 3(b) Bank as defined in Section 3(a)(6) of the Act" (15 U.S.C. 78c) or "Item 3(j) A non-U.S. institution in accordance with Rule 240.13d-1 (b)(1)(ii)(J)"

(X) The Bank of New York Mellon (parent holding company of Mellon Overseas Investment Corporation; BNY International Financing Corporation; The Bank of New York Mellon SA/NV; Cutwater Holdings, LLC)
( ) The Bank of New York Mellon Trust Company, National Association
( ) BNY Mellon, National Association
( ) BNY Mellon Trust of Delaware

(B) The Item 3 classification of each of the subsidiaries listed below is "Item 3(e) An investment adviser in accordance with Section 240.13d-1 (b)(1)(ii)(E)" or "Item 3(j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)"

( ) ARX Investimentos Ltda (parent holding company of BNY Mellon Alocacao de Patrimonio Ltda.)
( ) BNY Mellon Alocacao de Patrimonio Ltda
( ) BNY Mellon Servicos Financeiros Distribuidora de Titulos e Valores Mobiliarios S.A.(parent holding company of BNY Mellon Administracao de Ativos Ltda.)
( ) BNY Mellon Administracao de Ativos Ltda.
( ) The Boston Company Asset Management LLC
( ) The Dreyfus Corporation (parent holding company of MBSC Securities Corporation)
( ) Insight Investment Management (Global) Limited
( ) Lockwood Advisors, Inc.
( ) Mellon Capital Management Corporation
( ) Newton Investment Management (North America) Limited
( ) Newton Investment Management Limited
( ) Swedish Mellon Asset Management Company LLC
( ) CenterSquare Investment Management Holdings, Inc.(parent holding company of CenterSquare Investment Management, Inc.)
( ) CenterSquare Investment Management, Inc.
( ) Walter Scott & Partners Limited
( ) BNY Mellon Wealth Management, Advisory Services, Inc.
( ) BNY Mellon Trust Company(Cayman) Limited
The Item 3 classification of each of the subsidiaries listed below is
"Item 3(a) Broker or dealer registered under Section 15 of the Act"
(15 U.S.C. 78c) or "Item 3(j) A non-U.S. institution in accordance with
Rule 240.13d-1(b)(1)(ii)(J)"
(B) The Item 3 classification of each of the subsidiaries listed below is
"Item 3(g) a parent holding company or control person in accordance with
Rule 13d-1(b)(1)(ii)(G)"
(X) The Bank of New York Mellon Corporation
( ) B.N.Y. Holdings (Delaware) Corporation (parent holding company of
BNY Mellon Trust of Delaware)
(X) MAM (MA) Holding Trust (parent holding company of Standish
Mellon Asset Management Company LLC; The Boston Company
Asset Management LLC)
(X) MBC Investments Corporation (parent holding company of Mellon Capital
Management Corporation; BNY Mellon Investment Management(Jersey) Ltd.;
BNY Mellon Investment Management APAC LP)
( ) BNY Mellon Investment Management (Jersey) Ltd. (parent holding company
of BNY Mellon Investment Management (Europe) Ltd.)
( ) BNY Mellon Investment Management (Europe) Ltd. (parent holding company
of BNY Mellon Investment Management Europe Holdings Ltd.;
BNY Mellon Investment Management Cayman Ltd.)
( ) BNY Mellon Investment Management Europe Holdings Ltd. (parent holding
company of BNY Mellon International Asset Management Group Limited)
( ) BNY Mellon International Asset Management Group Limited (parent
holding company of Newton Management Limited; BNY Mellon International
Asset Management (Holdings) Limited; Insight Investment Management
Limited)
( ) Newton Management Limited (parent holding company of Newton Investment
Management (North America) Limited; Newton Investment Management
Limited)
( ) BNY Mellon International Asset Management (Holdings) Limited (parent
holding company of BNY Mellon International Asset Management
Holdings) No. 1 Limited)
( ) BNY Mellon International Asset Management (Holdings) No. 1 Limited
(parent holding company of Walter Scott & Partners Limited)
( ) Insight Investment Management Limited (parent holding company of
Insight Investment Management (Global) Limited; Pareto
Investment Management Limited)
( ) BNY Mellon Investment Management APAC LP (parent holding company of
BNY Mellon Investment Management (APAC) Holdings Limited)
( ) BNY Mellon Investment Management (APAC) Holdings Limited (parent
holding company of BNY Mellon Asset Management Japan Limited)
( ) Pershing Group LLC (parent holding company of Lockwood Advisors, Inc;
Pershing LLC)
( ) Mellon Overseas Investment Corporation (parent holding company of
Mellon Canada Holding Company; BNY Mellon Participacoes Ltda.)
( ) Mellon Canada Holding Company (parent holding company of BNY Mellon
Wealth Management, Advisory Services, Inc)
( ) BNY Mellon Participacoes Ltda.(parent holding company of BNY Mellon
Servicos Financeiros Distribuidora de Titulos e Valores Mobiliarios
S.A.)
( ) BNY International Financing Corporation (parent holding company of
BNY Mellon Trust Company (BNYMe) Limited)
( ) Cutwater Holdings LLC (parent holding company of Cutwater Asset
Management Corporation; Cutwater Investor Services Corporation)
( ) BNY Capital Markets Holdings, Inc. (parent holding company of
BNY Mellon Capital Markets, LLC)

NOTE: ALL OF THE LEGAL ENTITIES LISTED UNDER (A), (B), (C) AND (D) ABOVE ARE
DIRECT OR INDIRECT SUBSIDIARIES OF THE BANK OF NEW YORK MELLON CORPORATION.
BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS BY ANY ONE OF THE
SUBSIDIARIES OR INTERMEDIATE PARENT HOLDING COMPANIES LISTED ABOVE IS REPORTED
ON A JOINT REPORTING PERSON PAGE FOR THAT SUBSIDIARY ON THE ATTACHED SCHEDULE
13G AND IS INCORPORATED IN THE TOTAL PERCENT OF CLASS REPORTED ON THE BANK OF
NEW YORK MELLON CORPORATION'S REPORTING PERSON PAGE. (DO NOT ADD THE SHARES OR
PERCENT OF CLASS REPORTED ON EACH JOINT REPORTING PERSON PAGE ON THE ATTACHED
SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS FOR THE BANK OF NEW YORK
MELLON CORPORATION).
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned (each a "Company") does hereby make, constitute and appoint each of Nicholas R. Darrow, Ivan Arias and Andrew Weiser (and any other employee of The Bank of New York Mellon Corporation, or one of its affiliates, associated with the Global Holdings Reporting Group and designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings, be they written or oral, required to be made by the Company with respect to securities which may be deemed to be beneficially owned by the Company or under the Company's investment discretion under:

* the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including those filings required to be submitted on Form 13F, Schedule 13G, Schedule 13D and Forms 3, 4 and 5, and

* the laws of any jurisdiction other than the United States of America, including those filings made to disclose securities holdings as required to be submitted to regulatory agencies, exchanges and/or issuers,

giving and granting unto each said attorney-in-fact power and authority to correspond with issuers, regulatory authorities, and other entities as is required in support of the filings referenced above, and to act in the premises as fully and to all intents and purposes as the Company might or could do to comply with the applicable regulations if personally present by one of its authorized signatories (including, but not limited to, instructing local counsel on a Company's behalf), hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the Company or until such time as the person or to whom power of attorney has been hereby granted cease(s) to be an persons employee of The Bank of New York Mellon Corporation or one of its affiliates.

This Power of Attorney may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

<table>
<thead>
<tr>
<th>Banks/Bank Holding Companies</th>
</tr>
</thead>
</table>

THE BANK OF NEW YORK MELLON                  BNY MELLON, NATIONAL ASSOCIATION  
CORPORATION                                  
By: /S/ CURTIS ARLEDGE                    By: /S/ DONALD HEBERLE  
----------------------                   ----------------------  
Curtis Arledge                                Donald Heberle  
Vice Chairman                                Chief Executive Officer  
Date: August 26, 2015                      Date: September 16, 2015

BNY MELLON, NATIONAL ASSOCIATION              THE BANK OF NEW YORK MELLON SA/NV  
By: /S/ THOMAS J. DICKER                    By: /S/ LAURA AHTO  
---------------------                    ------------------  
Thomas J. Dicker                              Laura Ahto  
Chief Operating Officer                      Chief Executive Officer  
Date: October 9, 2015                       Date: May 17, 2016

THE BANK OF NEW YORK MELLON                  THE BANK OF NEW YORK MELLON  
By: /S/ MITCHELL E. HARRIS                  By: /S/ CURTIS ARLEDGE  
----------------------                   ----------------------  
Mitchell E. Harris                           Curtis Arledge  
Senior Executive Vice President              Vice Chairman  
Date: September 18, 2015                   Date: August 26, 2015
THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION
By: /S/ ANTONIO PORTUONDO
Antonio Portuondo
President
Date: October 20, 2015

By: /S/ KURTIS R. KURIMSKY
Kurtis R. Kurimsky
Executive Vice President
Date: March 8, 2016

BNY MELLON TRUST OF DELAWARE
By: /S/ JAMES P. AMBAGIS
James P. Ambagis
President
Date: October 21, 2015

By: /S/ LEE JAMES WOOLLEY
Lee James Woolley
Chairman and
Chief Executive Officer
Date: October 19, 2015

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<th>Investment Advisers and/or Broker-Dealers</th>
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PERSHING LLC
By: /S/ CLAIRE SANTANIELLO
Claire Santaniello
Chief Administrative Officer
and Chief Risk Officer
Date: May 24, 2016

By: /S/ JEFF GEARHART
Jeff Gearhart
Chief Operating Officer
Date: October 19, 2016

ARX INVESTIMENTOS LTDA
By: /S/ CAMILA SOUZA
Camila Souza
Director
Date: January 4, 2016

By: /S/ GUILHERME ABRY
Guilherme Abry
Director
Date: January 4, 2016

BNY MELLON SERVICES FINANCEIROS DISTRIBUIDORA DE TITULOS E VALORES MOBILIARIOS S.A.
By: /S/ CARLOS ALBERTO SARAIVA
Carlos Alberto Saraiva
Director
Date: May 5, 2016

By: /S/ MARCUS VINICIUS MATHIAS PEREIRA
Marcus Vinicius Mathias Pereira
Director
Date: May 5, 2016

BNY MELLON ADMINISTRACAO DE ATIVOS LTDA
By: /S/ CARLOS ALBERTO SARAIVA
Carlos Alberto Saraiva
Director
Date: May 5, 2016

By: /S/ MARCUS VINICIUS MATHIAS PEREIRA
Marcus Vinicius Mathias Pereira
Director
Date: May 5, 2016

BNY MELLON ALOCACAO DE PATRIMONIO LTDA
By: /S/ GUSTAVO CASTELLO BRANCO
Gustavo Castello Branco
Director
Date: January 4, 2016

By: /S/ CAMILA SOUZA
Camila Souza
Director
Date: January 4, 2016

THE BOSTON COMPANY ASSET MANAGEMENT LLC
By: /S/ BART GRENIER
Bart Grenier
Chairman and
Executive Chairman
Date: October 19, 2016

By: /S/ SHIZU KISHIMOTO
Shizu Kishimoto
Representative Director
THE DREYFUS CORPORATION

By: /S/ JAMES BITETTO
James Bitetto
Secretary
Date: July 30, 2015

LOCKWOOD ADVISORS, INC.

By: /S/ JOHN J. BRETT
John J. Brett
Chairman
Date: July 30, 2015

MELLON CAPITAL MANAGEMENT CORPORATION

By: /S/ W. CHRISTOPHER APPLER
W. Christopher Appler
Managing Director and Chief Compliance Officer
Date: August 4, 2015

NEWTON INVESTMENT MANAGEMENT LIMITED

By: /S/ JAMES HELBY
James Helby
Director
Date: July 17, 2015

CENTERSQUARE INVESTMENT MANAGEMENT HOLDINGS, INC.

By: /S/ R. JOSEPH LAW
R. Joseph Law
Chief Financial Officer and Chief Compliance Officer
Date: July 15, 2015

WALTER SCOTT & PARTNERS LIMITED

By: /S/ RODGER NISBET
Rodger Nisbet
Executive Chairman
Date: July 15, 2015

BNY MELLON WEALTH MANAGEMENT, ADVISORY SERVICES, INC.

By: /S/ MARIE-CLAUDE LEPAGE
Marie-Claude Lepage
Chief Compliance Officer
Date: May 9, 2016

BNY MELLON TRUST COMPANY (CAYMAN) LIMITED

By: CANELLA SECRETARIES (CAYMAN) LTD, SECRETARY
Date: August 22, 2016
<table>
<thead>
<tr>
<th>Parent Holding Companies/Control Persons</th>
</tr>
</thead>
</table>

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

By: /S/ JAMES P. AMBAGIS
James P. Ambagis
President and Chief Risk Officer
Date: October 21, 2015

BNY MELLON INVESTMENT MANAGEMENT (APAC) HOLDINGS LIMITED

By: /S/ EMILY CHAN
Emily Chan
Director
Date: April 19, 2016

BNY MELLON INTERNATIONAL ASSET MANAGEMENT GROUP LIMITED

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

MAM (MA) HOLDING TRUST

By: /S/ MITCHELL E. HARRIS
Mitchell E. Harris
President
Date: September 18, 2015

MELLON OVERSEAS INVESTMENT CORPORATION

By: /S/ KURTIS R. KURIMSKY
Kurtis R. Kurimsky
Vice President and Controller
Date: October 7, 2015

BNY INTERNATIONAL FINANCING CORPORATION

By: /S/ KURTIS R. KURIMSKY
Kurtis R. Kurimsky
President and Comptroller
Date: May 12, 2016

CUTWATER INVESTOR SERVICES CORPORATION

By: /S/ CLIFFORD CORSO
Clifford Corso
Chief Executive Officer
Date: March 16, 2015

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

By: /S/ CLAIRE SANTANIELLO
Claire Santaniello
Chief Administrative Officer and Chief Risk Officer
Date: May 11, 2016

BNY MELLON INVESTMENT MANAGEMENT (APAC) HOLDINGS LIMITED

By: /S/ DONI SHAMSUDDIN
Doni Shamsuddin
Director
Date: April 19, 2016

BNY MELLON INTERNATIONAL ASSET MANAGEMENT GROUP LIMITED

By: /S/ HELENA MORRISSEY
Helena Morrissey
Director
Date: July 17, 2015

MAM (MA) HOLDING TRUST

By: /S/ PAUL A. GRIFFITHS
Paul A. Griffiths
Chairman, President and Chief Executive Officer
Date: April 29, 2016

MELLON OVERSEAS INVESTMENT CORPORATION

By: /S/ CHARLES FARQUHARSON
Charles Farquharson
Chief Risk Officer
Date: February 16, 2016

BNY INTERNATIONAL FINANCING CORPORATION

By: /S/ JOHN M. ROY
John M. Roy
Vice President
Date: August 15, 2016
BNY MELLON INVESTMENT MANAGEMENT EUROPE HOLDINGS LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: October 21, 2015

----

BNY MELLON INVESTMENT MANAGEMENT (EUROPE)LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: October 21, 2015

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BNY MELLON INVESTMENT MANAGEMENT (JERSEY)LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: October 21, 2015

----

BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: October 21, 2015

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BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) No. 1 LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: October 21, 2015

---

MELLON CANADA HOLDING COMPANY

By: /S/ KELLY SCHWARTZ

Kelly Schwartz
President and Director

Date: May 3, 2016

---

CUTWATER HOLDINGS, LLC

By: /S/ CLIFFORD CORSO

Clifford Corso
Chief Executive Officer

Date: March 16, 2015

---

BNY MELLON PARTICIPACOES LTDA

By: /S/ CARLOS ALBERTO SARAIVA

Carlos Alberto Saraiva
Director

Date: May 5, 2016

---

BNY MELLON PARTICIPACOES LTDA

By: /S/ MARCUS VINICIUS MATHIAS PEREIRA

Marcus Vinicius Mathias Pereira
Director

Date: May 5, 2016

---

BNY MELLON INVESTMENT MANAGEMENT APAC LP

By: BNY MELLON INVESTMENT MANAGEMENT HOLDINGS, LLC, GENERAL PARTNER

By: /S/ PAUL A. GRIFFITHS

Paul A. Griffiths
President

Date: April 29, 2016

---

BNY MELLON SERVICE KAPITALANLAGE-GESELLSCHAFT mbH

By: /S/ KATARINA MELVAN

Katarina Melvan
Managing Director (Chairman)

Date: August 19, 2016

---

BNY MELLON SERVICE KAPITALANLAGE-GESELLSCHAFT mbH

By: /S/ CAROLINE SPECHT

Caroline Specht
Managing Director

Date: August 19, 2016
In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby agree to any and all joint filings required to be made on their behalf on Schedule 13G (including amendments thereto) under the Exchange Act, with respect to securities which may be deemed to be beneficially owned by them under the Exchange Act, and that this Agreement be included as an Exhibit to any such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

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Curtis Arledge
Vice Chairman
Date: August 26, 2015

By: /S/ DONALD HEBERLE
Donald Heberle
Chief Executive Officer
Date: September 16, 2015

BNY MELLON, NATIONAL ASSOCIATION
By: /S/ THOMAS J. DICKER
Thomas J. Dicker
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Date: October 9, 2015

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Laura Ahto
Chief Executive Officer
Date: May 17, 2016

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By: /S/ MITCHELL E. HARRIS
Mitchell E. Harris
Senior Executive Vice President
Date: August 27, 2015

By: /S/ CURTIS ARLEDGE
Curtis Arledge
Vice Chairman
Date: August 26, 2015

THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION
By: /S/ ANTONIO PORTUONDO
Antonio Portuondo
President
Date: October 20, 2015

By: /S/ KURTIS R. KURIMSKY
Kurtis R. Kurimsky
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Date: March 8, 2016

BNY MELLON TRUST OF DELAWARE
By: /S/ JAMES P. AMBAGIS
James P. Ambagis
President
Date: October 21, 2015

By: /S/ LEE JAMES WOOLLEY
Lee James Woolley
Chairman and Chief Executive Officer
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By: /S/ JEFF GEARHART
Jeff Gearhart
Chief Operating Officer
and Chief Risk Officer
Date: May 24, 2016

ARX INVESTIMENTOS LTDA
By: /S/ CAMILA SOUZA
Camila Souza
Director
Date: January 4, 2016

By: /S/ GUILHERME ABRY
Guilherme Abry
Director
Date: January 4, 2016

BNY MELLON SERVICOS FINANCEIROS DISTRIBUIDORA DE TITULOS E VALORES MOBILIARIOS S.A.
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Carlos Alberto Saraiva
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Date: May 5, 2016

By: /S/ MARCUS VINICIUS MATHIAS PEREIRA
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Director
Date: May 5, 2016

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Date: May 5, 2016

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Director
Date: May 5, 2016

BNY MELLON ALOCACAO DE PATRIMONIO LTDA
By: /S/ GUSTAVO CASTELLO BRANCO
Gustavo Castello Branco
Director
Date: January 4, 2016

By: /S/ CAMILA SOUZA
Camila Souza
Director
Date: January 4, 2016

THE BOSTON COMPANY ASSET MANAGEMENT LLC
By: /S/ BART GRENIER
Bart Grenier
Chairman and
Chief Executive Officer
Date: July 16, 2015

By: /S/ SHIZU KISHIMOTO
Shizu Kishimoto
Representative Director
and President
Date: August 5, 2015

THE DREYFUS CORPORATION
By: /S/ JAMES BITETTO
James Bitetto
Secretary
Date: July 30, 2015

By: /s/ CHARLES FARQUHARSON
Charles Farquharson
Chief Risk Officer
Date: February 16, 2016

LOCKWOOD ADVISORS, INC.
By: /S/ JOHN J. BRETT
John J. Brett
Chairman
Date: July 30, 2015

By: /S/ DAVID LEDUC
David Leduc
Chief Executive Officer and Chief Investment Officer
Date: October 23, 2015

MELLON CAPITAL MANAGEMENT CORPORATION
By: /S/ W. CHRISTOPHER APPLER
W. Christopher Appler
Date: October 23, 2015

By: /S/ KENNETH J. BRADLE
Kenneth J. Bradle
Managing Director and
Chief Compliance Officer
Date: August 4, 2015

NEWTON INVESTMENT MANAGEMENT LIMITED
Date: April 29, 2016

By: /S/ JAMES HELBY
James Helby
Director
Date: July 17, 2015

CENTERSQUARE INVESTMENT MANAGEMENT HOLDINGS, INC.
Date: July 15, 2015

By: /S/ R. JOSEPH LAW
R. Joseph Law
Chief Financial Officer and
Chief Compliance Officer
Date: July 15, 2015

WALTER SCOTT & PARTNERS LIMITED
Date: July 15, 2015

By: /S/ RODGER NISBET
Rodger Nisbet
Executive Chairman
Date: July 15, 2015

BNY MELLON WEALTH MANAGEMENT, ADVISORY SERVICES, INC.
BNY MELLON INVESTMENT MANAGEMENT CAYMAN LTD
Date: May 9, 2016

By: /S/ MARIE-CLAUDE LEPAGE
Marie-Claude Lepage
Chief Compliance Officer
Date: August 22, 2016

BNY MELLON TRUST COMPANY (CAYMAN) LIMITED
Date: May 17, 2016

By: /S/ CANELLA SECRETARIES (CAYMAN) LTD, SECRETARY
Gillian Nelson
Authorized Person
Date: March 16, 2015

CUTWATER INVESTOR SERVICES CORPORATION
Date: March 16, 2015

By: /S/ CLIFFORD CORSO
Clifford Corso
Chief Executive Officer
Date: May 17, 2016

Parent Holding Companies/Control Persons

B.N.Y. HOLDINGS (DELTA) CORPORATION
Date: October 21, 2015

By: /S/ JAMES P. AMBAGIS
James P. Ambagis
President
Date: May 11, 2016

PERSHING GROUP LLC
Date: November 21, 2015

By: /S/ CLAIRE SANTANIELLO
Claire Santaniello
Chief Administrative Officer and Chief Risk Officer
Date: March 21, 2016
BNY MELLON INVESTMENT MANAGEMENT (APAC) HOLDINGS LIMITED

By: /S/ EMILY CHAN
Emily Chan
Director
Date: April 19, 2016

By: /S/ DONI SHAMSUDDIN
Doni Shamsuddin
Director
Date: April 19, 2016

BNY MELLON INTERNATIONAL ASSET MANAGEMENT GROUP LIMITED

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

By: /S/ HELENA MORRISSEY
Helena Morrissey
Director
Date: July 17, 2015

MAM (MA) HOLDING TRUST

By: /S/ MITCHELL E. HARRIS
Mitchell E. Harris
President
Date: August 27, 2015

By: /S/ PAUL A. GRIFFITHS
Paul A. Griffiths
Chairman, President and Chief Executive Officer
Date: April 29, 2016

MELLON OVERSEAS INVESTMENT CORPORATION

By: /S/ KURTIS R. KURIMSKY
Kurtis R. Kurimsky
Vice President and Controller
Date: October 7, 2015

By: /S/ CHARLES FARQUHARSON
Charles Farquharson
Chief Risk Officer
Date: February 16, 2016

BNY INTERNATIONAL FINANCING CORPORATION

By: /S/ KURTIS R. KURIMSKY
Kurtis R. Kurimsky
President and Comptroller
Date: May 12, 2016

By: /S/ JOHN M. ROY
John M. Roy
Vice President
Date: August 15, 2016

BNY MELLON INVESTMENT MANAGEMENT EUROPE HOLDINGS LIMITED

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

BNY MELLON INVESTMENT MANAGEMENT (JERSEY)LIMITED

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

By: /S/ THOMAS P. GIBBONS
Thomas P. Gibbons
Vice Chairman and Chief Financial Officer
Date: October 24, 2015

BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) LIMITED

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) No. 1 LIMITED

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

By: /S/ GREG BRISK
Greg Brisk
Director
Date: October 21, 2015

BNY CAPITAL MARKETS HOLDINGS, INC.
MELLON CANADA HOLDING COMPANY            CUTWATER HOLDINGS, LLC
By: /S/ KELLY SCHWARTZ                   By: /S/ CLIFFORD CORSO
-------------------------------                   ------------------------
Kelly Schwartz                           Clifford Corso
President and Director                   Chief Executive Officer
Date: May 3, 2016                       Date: March 16, 2015

BNY MELLON PARTICIPACOES LTDA           BNY MELLON PARTICIPACOES LTDA
By: /S/ CARLOS ALBERTO SARAIVA         By: /S/ MARCUS VINICIUS MATHIAS PEREIRA
------------------------                   ------------------------
Carlos Alberto Saraiva                 Marcus Vinicius Mathias Pereira
Director                                 Director
Date: May 5, 2016                       Date: May 5, 2016

BNY MELLON INVESTMENT MANAGEMENT
APAC LP
By: BNY MELLON INVESTMENT MANAGEMENT
   HOLDINGS, LLC, GENERAL PARTNER
By: /S/ PAUL A. GRIFFITHS
-------------------------------
Paul A. Griffiths
President
Date: April 29, 2016

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<tr>
<th>Fund Administrators</th>
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<tr>
<th>BNY MELLON SERVICE KAPITALANLAGE-GESELLSCHAFT mbH</th>
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<tbody>
<tr>
<td>By: /S/ KATARINA MELVAN</td>
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<tr>
<td>-----------------------------------------------</td>
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<tr>
<td>Katarina Melvan</td>
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<tr>
<td>Managing Director(Chairman)</td>
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<td>Date: August 19, 2016</td>
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<tr>
<th>BNY MELLON SERVICE KAPITALANLAGE-GESELLSCHAFT mbH</th>
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<tbody>
<tr>
<td>By: /S/ CAROLINE SPECHT</td>
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<tr>
<td>-----------------------------------------------</td>
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<tr>
<td>Caroline Specht</td>
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<tr>
<td>Managing Director</td>
</tr>
<tr>
<td>Date: August 19, 2016</td>
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