

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BOGER RICHARD LEE</u> (Last) (First) (Middle) 4370 PEACHTREE ROAD C/O GRAY TELEVISION, INC. (Street) ATLANTA GA 30319 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GRAY TELEVISION INC [GTN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							59,790 ⁽¹⁾	D	
Class A Common Stock	04/05/2022		G	498	D	\$0.00 ⁽²⁾	6,532	D	
Class A Common Stock	04/01/2021		L	6	A	\$18.22 ⁽³⁾	1,509	I	Custodian for Grandchildren
Class A Common Stock	07/01/2021		L	3	A	\$22.16 ⁽³⁾	1,512	I	Custodian for Grandchildren
Class A Common Stock	10/01/2021		L	6	A	\$21.53 ⁽³⁾	1,518	I	Custodian for Grandchildren
Class A Common Stock	01/03/2022		L	6	A	\$19.71 ⁽³⁾	1,524	I	Custodian for Grandchildren
Class A Common Stock	04/01/2022		L	6	A	\$22.61 ⁽³⁾	1,530	I	Custodian for Grandchildren
Class A Common Stock	04/05/2022		G	498	A	\$0.00 ⁽²⁾	2,028	I	Custodian for Grandchildren
Class A Common Stock	07/01/2022		L	9	A	\$15.49 ⁽³⁾	2,037	I	Custodian for Grandchildren
Class A Common Stock	10/03/2022		L	9	A	\$13.88 ⁽³⁾	2,046	I	Custodian for Grandchildren
Class A Common Stock	01/03/2023		L	12	A	\$10.62 ⁽³⁾	2,058	I	Custodian for Grandchildren
Class A Common Stock	04/04/2023		L	15	A	\$8.5 ⁽³⁾	2,073	I	Custodian for Grandchildren

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) (8)	5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year) (8)	4. Transaction Code (Instr. 3, 4 and 5)	5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. Total number of shares of common stock beneficially owned has been adjusted to include 97 shares of common stock that were inadvertently omitted from prior reports due to administrative error.</p> <p>2. On April 5, 2022, the reporting person transferred 498 shares of Class A common stock by gift to one of the reporting person's grandchildren for which the reporting person is custodian.</p> <p>3. Represents shares acquired through an automatic broker-administered dividend reinvestment program pursuant to a prior election made by the reporting person.</p>											
<p>Remarks:</p> <p style="text-align: right;">/s/ Ginger Davis by Power of Attorney Date: 01/12/2024 ** Signature of Reporting Person</p>											

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.