SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LaPlatney D Patrick	GRAY TELEVISION INC [GTN]	

1. Name and Address of Reporting Person[*]

LaPlatney D Patrick

(Last)   (First)   (Middle)

4370 PEACHTREE ROAD NE

SUITE 400

(Street)

ATLANTA   GA   30319

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GRAY TELEVISION INC [GTN]

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
02/09/2023

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner

Officer (give title below)   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2023		A		12,227[(1)]	A	$0.00	424,682	D	
Common Stock	02/07/2023		F		27,737[(2)]	D	$12.04	407,945	D	

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

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative 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 Securities 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents issuance and vesting of shares above target award related to restricted stock for which the three-year performance period has ended and performance has been certified. The Reporting Person previously reported shares that constitute a target award.

2. Certain of the amounts of forfeiture for tax withholding purposes upon the vesting of restricted stock initially reported in a Form 4 (the "February 2 Form 4") for the Reporting Person on February 2, 2023 was reported early in error, which forfeitures correctly occurred on February 7, 2023. The February 2 Form 4 has been amended accordingly. This amendment to the Form 4 filed on February 9, 2023 is being filed to correctly report the amount withheld on February 7, 2023, and does not report any new transactions.

Remarks:

/s/ Ginger Davis by Power of Attorney   02/14/2023

** Signature of Reporting Person   Date