

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

GRAY COMMUNICATIONS SYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

Georgia

58-0285030

(State of Incorporation
or Organization)

(I.R.S. Employer
Identification No.)

126 North Washington Street, Albany, Georgia 31701

(Address of principal executive offices)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. / /

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Class B Common stock, no par value
per share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered.

The information set forth under the caption, "Description of Capital Stock" relating to Class B Common Stock, no par value per share, of Gray Communications Systems, Inc. (the "Company") in the Company's Registration Statement on Form S-1 (Registration No. 333-4340) (the "Registration Statement") filed with the Securities and Exchange Commission on May 2, 1996, and any amendment or report filed for the purpose of updating such description, is hereby incorporated herein by reference.

Item 2. Exhibits:

1. Articles of Amendment to the Articles of Incorporation of Gray Communications Systems, Inc. relating to the Class A Common Stock and the Class B Common Stock (incorporated by reference to Exhibit 3.1.1 of the Registration Statement)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GRAY COMMUNICATIONS SYSTEMS, INC.

Date: September 13, 1996

By /s/ William A. Fielder III

William A. Fielder III
Chief Financial Officer

Page 3 of 3