

GRAY TELEVISION INC  
Form 8-K  
May 22, 2014

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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): May 22, 2014 (May 21, 2014)**

**Gray Television, Inc.**

**(Exact name of registrant as specified in its charter)**

Georgia	1-13796	58-0285030
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS employer Identification No.)

4370 Peachtree Road, NE, Atlanta GA 30319  
(Address of principal executive offices) (Zip Code)

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

N/A

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(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 5.07 – Submission of Matters to a Vote of Security Holders**

On May 21, 2014, Gray Television, Inc. (the “Company”) held its 2014 annual meeting of shareholders. The results of voting on the proposals submitted to a vote of the Company’s shareholders at the 2014 annual meeting were as follows:

**Proposal No. 1 (Election of Directors):**

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Hilton H. Howell, Jr.	89,671,945	3,542,193	9,665,178
William E. Mayher, III	91,786,646	1,427,492	9,665,178
Richard L. Boger	90,932,016	2,282,122	9,665,178
T.L. Elder	91,800,297	1,413,841	9,665,178
Robin R. Howell	89,156,902	4,057,236	9,665,178
Howell W. Newton	91,800,197	1,413,941	9,665,178
Hugh E. Norton	91,523,932	1,690,206	9,665,178
Harriett J. Robinson	88,879,080	4,335,058	9,665,178

**Proposal No. 2 (Approval, on an advisory basis, of the compensation of the Company’s named executive officers):**

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
89,983,706	1,016,524	2,213,908	9,665,178

**Proposal No. 3 (Ratification of the appointment of McGladrey LLP as the Company’s independent registered public accounting firm for 2014):**

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
101,238,636	1,577,999	62,681

**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: Senior Vice President and  
Chief Financial Officer

Date: May 22, 2014