

GRAY TELEVISION INC
Form SC 13G/A
February 14, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Gray Television, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

389375106
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

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 No 389375106

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Darsana Capital Partners LP

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,000,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,000,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.20%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IA, PN

CUSIP No 389375106

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Darsana Capital Partners GP LLC

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,000,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,000,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.20%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

HC, OO

CUSIP No 389375106

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Darsana Master Fund LP

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

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,000,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,000,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.20%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.
PN

CUSIP No 389375106

1. NAME
OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS.
OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Darsana
Capital
GP
LLC

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

Delaware

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0
- SHARED
6. VOTING
POWER

6,000,000
- SOLE
7. DISPOSITIVE
POWER

0
- SHARED
8. DISPOSITIVE
POWER

6,000,000
- AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

6,000,000
- CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
10. IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
11. PERCENT
OF

CLASS
REPRESENTED
BY
AMOUNT
IN
ROW
(9)

7.20%

TYPE
OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)

12.

HC,
OO

CUSIP No 389375106

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Anand Desai

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

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,000,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,000,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.20%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.
HC, IN

CUSIP No 389375106

Item 1. (a). Name of Issuer:

Gray Television, Inc.

(b). Address of Issuer's Principal Executive Offices:

4370 Peachtree Road, NE

Atlanta, Georgia 30319

Item 2. (a). Name of Person Filing:

Darsana Capital Partners LP

Darsana Capital Partners GP LLC

Darsana Master Fund LP

Darsana Capital GP LLC

Anand Desai

(b). Address of Principal Business Office, or if None, Residence:

40 West 57th Street, 15th Floor

New York, New York 10019

(c). Citizenship:

Darsana Capital Partners LP
- Delaware

Darsana Capital Partners GP
LLC -Delaware

Darsana Master Fund LP -
Cayman Islands

Darsana Capital GP LLC -
Delaware

Anand Desai – United States
of America

(d). Title of Class of Securities:

Common Stock

(e). CUSIP Number:

389375106

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).

(b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

6,000,000 shares deemed beneficially owned by Darsana Capital Partners LP

6,000,000 shares deemed beneficially owned by Darsana Capital Partners GP LLC

6,000,000 shares deemed beneficially owned by Darsana Master Fund LP

6,000,000 shares deemed beneficially owned by Darsana Capital GP LLC

6,000,000 shares deemed beneficially owned by Anand Desai

(b) Percent of class:

7.20% deemed beneficially owned by Darsana Capital Partners LP

7.20% deemed beneficially owned by Darsana Capital Partners GP LLC

7.20% deemed beneficially owned by Darsana Master Fund LP

7.20% deemed beneficially owned by Darsana Capital GP LLC

7.20% deemed beneficially owned by Anand Desai

(c) Number of shares as to which Darsana Capital Partners LP has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 6,000,000 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 6,000,000 |

Number of shares as to which Darsana Capital Partners GP LLC has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 6,000,000 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 6,000,000 |

Number of shares as to which Darsana Master Fund LP has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 6,000,000 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 6,000,000 |

Number of shares as to which Darsana Capital GP LLC has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 6,000,000 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 6,000,000 |

Number of shares as to which Anand Desai has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 6,000,000 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 6,000,000 |

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 [].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

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

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

Edgar Filing: GRAY TELEVISION INC - Form SC 13G/A

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

February 13, 2018
(Date)

Darsana Capital Partners LP*
/s/ Anand Desai
Signature
By Darsana Capital Partners GP LLC, Anand Desai
Chief Executive Officer
Its General Partner

Darsana Capital Partners GP LLC*
/s/ Anand Desai
Signature
Anand Desai
Chief Executive Officer

Darsana Master Fund LP
/s/ Anand Desai
Signature
By Darsana Capital GP LLC,
Anand Desai
Chief Executive Officer
Its General Partner

Darsana Capital GP LLC*
/s/ Anand Desai
Signature
Anand Desai
Chief Executive Officer

Anand Desai*
/s/ Anand Desai
Signature

*The Reporting Person specifically disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G Amendment dated February 13, 2018 relating to the Common Stock of Gray Television, Inc. shall be filed on behalf of the undersigned.

Darsana Capital Partners LP	<u>/s/ Anand Desai</u> Signature
By Darsana Capital Partners GP LLC, Its General Partner	Anand Desai Chief Executive Officer
Darsana Capital Partners GP LLC	<u>/s/ Anand Desai</u> Signature
	Anand Desai Chief Executive Officer
Darsana Master Fund LP	<u>/s/ Anand Desai</u> Signature
By Darsana Capital GP LLC, Its General Partner	Anand Desai Chief Executive Officer
Darsana Capital GP LLC	<u>/s/ Anand Desai</u> Signature
	Anand Desai Chief Executive Officer
Anand Desai	<u>/s/ Anand Desai</u> Signature

SK 28325 0001 7806843