

GRAY TELEVISION INC  
Form 8-K  
June 28, 2010

**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) June 28, 2010 (June 23, 2010)**

**Gray Television, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Georgia

(State or Other Jurisdiction of Incorporation)

1-13796

58-0285030

(Commission File Numbers)

(IRS Employer Identification No.)

4370 Peachtree Road NE, Atlanta, Georgia

30319

(Address of Principal Executive Offices)

(Zip Code)

404-504-9828

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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 (*see* General Instruction A.2. below):

- 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.**

The Company's annual meeting of shareholders was held on June 23, 2010. The following matter was voted upon and the results of the voting were as follows:

The election of 11 directors to serve until the annual meeting of shareholders in 2011 or until their successors have been duly elected and qualified. The results follow:

| <b>Nominee</b>         | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------------|-----------------------|-------------------------|
| Richard L. Boger       | 68,409,030       | 270,318               | 0                       |
| Ray M. Deaver          | 68,384,190       | 295,158               | 0                       |
| T.L. Elder             | 68,413,557       | 265,791               | 0                       |
| Hilton H. Howell, Jr.  | 68,390,938       | 288,410               | 0                       |
| William E. Mayher, III | 68,414,748       | 264,600               | 0                       |
| Zell B. Miller         | 68,379,114       | 300,234               | 0                       |
| Howell W. Newton       | 68,224,571       | 454,777               | 0                       |
| Hugh E. Norton         | 66,568,851       | 2,110,497             | 0                       |
| Robert S. Prather, Jr. | 68,053,706       | 625,642               | 0                       |
| Harriett J. Robinson   | 68,387,401       | 291,947               | 0                       |
| J. Mack Robinson       | 68,371,457       | 307,891               | 0                       |

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**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.

June 28, 2010

By: /s/ James C. Ryan

Name: James C. Ryan

Title: Chief Financial Officer and Senior  
Vice President