

GRAY TELEVISION INC  
Form 8-K  
September 02, 2015

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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): September 2, 2015 (August 31, 2015)**

**Gray Television, Inc.**

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

|   |                                |  |
|---|--------------------------------|--|
| Georgia   | 001-13796                      | 58-0285030                                 |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File<br>Number) | (IRS<br>employer<br>Identification<br>No.) |

|   |               |
|---|---------------|
| 4370 Peachtree Road,<br>Atlanta GA          | 30319         |
| (Address of principal<br>executive offices) | (Zip<br>Code) |

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

N/A  
(Former name or former address, if changed since last report)

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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 8.01 – Other Events

On August 31, 2015, Gray Television, Inc. (the “Company”) issued a press release announcing that it had notified certain advertising firms of its decision to terminate essentially all of the Company’s national advertising sales representation agreements with those firms. As a result thereof, the Company will record a special charge to its third quarter 2015 broadcast expenses of approximately \$6.1 million to reflect anticipated termination fees.

A copy of the press release announcing this notification is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On September 1, 2015, the Company issued a press release announcing that it had entered into a definitive agreement with The Gazette Company to acquire KCRG-TV, the ABC affiliate for the Cedar Rapids, Iowa designated market area, for approximately \$100.0 million in cash. The acquisition will result in the Company’s first purchase of a television station in Iowa. This acquisition is expected to close in the fourth quarter of 2015, pending the receipt of Federal Communications Commission and other regulatory approvals.

A copy of the press release announcing this acquisition is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

### Item 9.01 – Financial Statements and Exhibits

#### Number Name

- 99.1 Press release dated August 31, 2015
- 99.2 Press release dated September 1, 2015

**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: September 2, 2015

**EXHIBIT INDEX**

**Number Name**

- 99.1 Press release dated August 31, 2015
- 99.2 Press release dated September 1, 2015