GRAY TELEVISION INC
Form 8-K
October 17, 2002

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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

October 17, 2002	**1-13796**
Date of Report (Date of earliest event reported)	Commission File Number

Gray Television, Inc.
(Exact name of registrant as specified in its charter)

Georgia	**52-0285030**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

4370 Peachtree Road, NE
Atlanta, Georgia 30319

(Address of Principal Executive Offices) (Zip Code)

(404) 504-9828

(Registrant s telephone number, including area code)

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a)-(b) Not applicable

(c) Exhibits

Exhibit 1.1	Underwriting Agreement among Gray Television, Inc., Deutsche Bank Securities, Merrill Lynch & Co., Bear, Stearns & Co. Inc., Wachovia Securities, Allen & Company LLC and SunTrust Robinson Humphrey dated October 16, 2002.
Exhibit 5.1	Opinion of Proskauer Rose LLP as to the legality of the securities offered in the Prospectus Supplement relating to the offering of 30,000,000 shares of Common Stock
Exhibit 5.2	Opinion of Troutman Sanders LLP as to the legality of the securities offered in the Prospectus Supplement relating to the offering of 30,000,000 shares of Common Stock
Exhibit 8.1	Opinion of Proskauer Rose LLP as to the material U.S. federal income tax consequences to the holders of the securities offered in the Prospectus Supplement relating to the offering of shares of Common Stock
Exhibit 23.1	Consent of PricewaterhouseCoopers LLP for the Prospectus Supplement relating to the offering of 30,000,000 shares of Common Stock
Exhibit 23.2	Consent of Ernst & Young LLP for the Prospectus Supplement relating to the offering of 30,000,000 shares of Common Stock
Exhibit 23.3	Consent of McGladrey & Pullen, LLP for the Prospectus Supplement relating to the offering of 30,000,000 shares of Common Stock
Exhibit 23.4	Consent of Proskauer Rose LLP (incorporated by reference to Exhibit 5.1)
Exhibit 23.5	Consent of Troutman Sanders LLP (incorporated by reference to Exhibit 5.2)

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SIGNATURE

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.

Dated: October 17, 2002

GRAY TELEVISION, INC.

By: /s/ James C. Ryan

James C. Ryan
Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
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