

GRAY TELEVISION INC

Form 8-K

February 20, 2004

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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) February 20, 2004 (February 13, 2004)

GRAY TELEVISION, INC.

(Exact Name of Registrant as Specified in its Charter)

Georgia

(State or Other Jurisdiction of Incorporation)

1- 13796

(Commission File Number)

4370 Peachtree Road, Atlanta, Georgia

(Address of Principal Executive Offices)

(404) 504-9828

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

52-0285030

(IRS Employer Identification No.)

30319

(Zip Code)

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SIGNATURES

EX-99 NOTICE TO GRAY TELEVISION INC.

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Item 7. Financial Statements and Exhibits.

- (a) Financial Statements

Not applicable.

- (b) Pro Forma Financial Information

Not applicable.

- (c) Exhibit

99 Notice to Gray Television, Inc.'s officers and directors as provided on February 20, 2004

Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

On February 13, 2004, Gray Television, Inc. received notice from MetLife Retirement Plans notifying it of a change in the administrator and investment provider for the Company's Capital Accumulation Plan from Smith Barney/Leggett to MetLife. A copy of the related notice provided by the Company to its officers and directors is hereby attached as Exhibit 99 and incorporated herein by reference.

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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.
(Registrant)

Dated: February 20, 2004

By: /s/ James C. Ryan

James C. Ryan, Senior Vice President and
Chief Financial Officer