

GRAY TELEVISION INC  
Form 8-K  
September 04, 2002

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United States  
Securities and Exchange Commission  
Washington, D.C. 20549

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FORM 8-K

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Current Report  
Pursuant to Section 13 or 15(D) of the  
Securities Exchange Act of 1934

September 3, 2002

1-13796

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Date of Report (Date of earliest event reported)

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Commission File Number

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

Georgia

52-0285030

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(State or other jurisdiction of incorporation or organization)

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(I.R.S. Employer Identification Number)

4370 Peachtree Road, NE  
Atlanta, Georgia 30319

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(Address of Principal Executive Offices) (Zip Code)

(404) 504-9828

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(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  | Form of Underwriting Agreement by and among Gray Television, Inc. and the Guarantors named therein and the Underwriters named therein                                                                                                                                                             |
| Exhibit 4.1  | Indenture, dated as of December 15, 2001, by and among Gray Communications Systems, Inc., as issuer, the Subsidiary Guarantors named therein and Bankers Trust Company, as trustee (incorporated by reference to Exhibit 4.13 to the registrant's Form 10-K for the year ended December 31, 2001) |
| Exhibit 4.2  | Form of Supplemental Indenture by and among Gray Television, Inc. (f/k/a Gray Communications Systems, Inc.), as issuer, the Subsidiary Guarantors named therein and Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company), as trustee                                                |
| Exhibit 4.3  | Form of Additional Note                                                                                                                                                                                                                                                                           |
| 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 \$100,000,000 in senior subordinated notes due 2011                                                                                                           |
| 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 \$100,000,000 in senior subordinated notes due 2011                                                                                                         |
| 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 \$100,000,000 in senior subordinated notes due 2011                                                       |
| Exhibit 23.1 | Consent of PricewaterhouseCoopers LLP for the Prospectus relating to the offering of up to a total amount of \$600,000,000 in securities                                                                                                                                                          |
| Exhibit 23.2 | Consent of Ernst & Young LLP for the Prospectus relating to the offering of up to a total amount of \$600,000,000 in securities                                                                                                                                                                   |
| Exhibit 23.3 | Consent of McGladrey & Pullen, LLP for the Prospectus relating to the offering of up to a total amount of \$600,000,000 in securities                                                                                                                                                             |
| Exhibit 23.4 | Consent of PricewaterhouseCoopers LLP for the Prospectus Supplement relating to the offering of \$100,000,000 in 9 1/4% senior subordinated notes due 2011                                                                                                                                        |
| Exhibit 23.5 | Consent of Ernst & Young LLP for the Prospectus Supplement relating to the offering of \$100,000,000 in 9 1/4% senior subordinated notes due 2011                                                                                                                                                 |
| Exhibit 23.6 | Consent of McGladrey & Pullen, LLP for the Prospectus Supplement relating to the offering of \$100,000,000 in 9 1/4% senior subordinated notes due 2011                                                                                                                                           |
| Exhibit 23.7 | Consent of Proskauer Rose LLP<br>(incorporated by reference to Exhibit 5.1)                                                                                                                                                                                                                       |
| Exhibit 23.8 | Consent of Troutman Sanders LLP<br>(incorporated by reference to Exhibit 5.2)                                                                                                                                                                                                                     |

**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: September 3, 2002

GRAY TELEVISION, INC.

By: /s/ James C. Ryan

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James C. Ryan  
Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
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