

GRAY TELEVISION INC
Form SC 13D
May 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. ____)

GRAY TELEVISION, INC.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

389375205
(CUSIP Number)

Gary Rubin
Rubin & Associates CPA Firm PA
2080 NW Boca Raton Blvd #6
Boca Raton, FL 33431
(561) 750-8299
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

May 6, 2013
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Harvey Sandler Revocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF 462,099 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 462,099 shares

WITH 10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

462,099 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Harvey and Phyllis Sandler Foundation Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF 5,028 shares
SHARES

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY

-0-

EACH 9 SOLE DISPOSITIVE POWER
REPORTING

5,028 shares

PERSON 10 SHARED DISPOSITIVE POWER
WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,028 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

CO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Harvey Sandler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF 467,127 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
EACH

-0-

9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 467,127 shares

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

467,127 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.1%

14 TYPE OF REPORTING PERSON

IN

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This Schedule 13D (the "Statement") replaces the Schedule 13G and Amendment No.1 to Schedule 13G filed on February 8, 2013, relating to the Class A Common Stock (the "Common Stock"), of Gray Television, Inc. (the "Company" or the "Issuer").

Item 1. Security and Issuer.

The class of equity securities to which this Statement relates is the Common Stock of the Company. The name and address of the principal executive offices of the Company are Gray Television, Inc., 4370 Peachtree Road, Atlanta, GA 30319.

Item 2. Identity and Background.

This Statement is being filed by each of the following persons (sometimes referred to herein collectively as "Reporting Persons"):

- (i) Harvey Sandler Revocable Trust, a trust organized under the laws of the State of Florida (the "Trust"), by virtue of its beneficial ownership of 462,099 shares of the Common Stock covered by this Statement;
- (ii) The Harvey and Phyllis Sandler Foundation Inc., a corporation organized under the laws of the State of Florida (the "Foundation"), by virtue of its beneficial ownership of 5,028 shares of the Common Stock covered by this Statement; and
- (iii) Harvey Sandler, a U.S. citizen, is the sole trustee of the Harvey Sandler Revocable Trust and the President and a Director of The Harvey and Phyllis Sandler Foundation Inc. as a result of which he may be deemed to have beneficial ownership of 467,127 shares of Common Stock covered by this Statement.

Each Reporting Person is in the business of acquiring, holding and disposing of interests in various companies for investment purposes. The address of the principal office of each Reporting Person is 2080 NW Boca Raton Blvd., Suite 6, Boca Raton, FL 33431.

None of the Reporting Persons and to the best of each of the Reporting Person's knowledge none of the persons named in Schedule A hereto, has during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The source of funds for the acquisition of the Common Stock was the general working capital of the Trust and the Foundation.

Item 4. Purpose of Transaction.

The Reporting Persons hold the Common Stock for investment, in the ordinary course of their businesses. The Reporting Persons have no plans or proposals which relate to or

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would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, each of the Trust and the Foundation beneficially owns 462,099 shares of Common Stock and 5,028 shares of Common Stock, respectively, or 8.0% and 0.1%, respectively, of the Company's issued and outstanding shares of Common Stock.

By virtue of the fact that Harvey Sandler is the sole trustee of the Harvey Sandler Revocable Trust and the President and a Director of The Harvey and Phyllis Sandler Foundation Inc., Harvey Sandler may be deemed to share voting power and the power to direct the disposition of the shares of Common Stock which each beneficially own. Accordingly, as of the date hereof, Harvey Sandler may be deemed to own beneficially an aggregate of 467,127 shares of Common Stock or 8.1% of the Company's issued and outstanding shares of Common Stock.

(b) The Trust has the sole power to direct the vote and the sole power to direct the disposition of the 462,099 shares of Common Stock that may be deemed to be owned beneficially by it. The Foundation has the sole power to direct the vote and the sole power to direct the disposition of the 5,028 shares of Common Stock that may be deemed to be owned beneficially by it. Harvey Sandler has the shared power to direct the vote and the shared power to direct the disposition of the 467,127 shares of Common Stock that may be deemed to be owned beneficially by him.

(c) Except as set forth in Schedule B hereto, to the knowledge of the Reporting Persons with respect to the persons named in response to paragraph (a), none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days.

(d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities owned by any member of the group.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to the Issuer.

Not applicable.

Item 7. Materials to be Filed as Exhibits.

Exhibit 7.01: Joint Filing Agreement

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of May 15, 2013.

HARVEY SANDLER REVOCABLE TRUST

By: /s/ Harvey Sandler
Name: Harvey Sandler
Title: Sole Trustee

THE HARVEY AND PHYLLIS SANDLER FOUNDATION
INC.

By: /s/ Harvey Sandler
Name: Harvey Sandler
Title: President

/s/ Harvey Sandler
Harvey Sandler

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SCHEDULE A

The following Schedule sets forth the controlling persons, the executive officers and the directors of The Harvey and Phyllis Sandler Foundation Inc. (other than Harvey Sandler), and contains the following information with respect to each such person: (i) name, (ii) citizenship, and (iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

Phyllis Sandler
United States
Unemployed

Robin Rubin
United States
Instructor
Florida Atlantic University
777 Glades Road
Boca Raton, FL 33431

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SCHEDULE B

TRANSACTIONS IN THE COMMON STOCK (NO PAR VALUE PER SHARE)
OF GRAY TELEVISION, INC. DURING THE PAST 60 DAYS

(All transactions were made in the open market unless otherwise indicated)

Date	Transaction Conducted By	Transaction Type	Number of Shares	Price Per Share
2/13/2013	Trust	Buy	311.00	4.20
2/14/2013	Trust	Buy	850.00	4.02
2/15/2013	Trust	Buy	300.00	4.00
2/20/2013	Trust	Buy	2,900.00	3.50
2/21/2013	Trust	Buy	1,800.00	3.67
2/21/2013	Trust	Buy	350.00	3.66
2/28/2013	Trust	Buy	35,100.00	3.75
3/1/2013	Trust	Buy	100.00	3.86
3/7/2013	Trust	Buy	300.00	3.83
3/7/2013	Trust	Buy	100.00	3.82
3/15/2013	Trust	Buy	2,188.00	3.81
3/15/2013	Trust	Buy	5,000.00	3.75
3/19/2013	Trust	Buy	575.00	3.90
3/20/2013	Trust	Buy	100.00	4.08
3/20/2013	Trust	Buy	125.00	4.07
3/21/2013	Trust	Buy	1,100.00	4.09
3/28/2013	Trust	Buy	100.00	4.10
4/1/2013	Trust	Buy	500.00	4.33
4/2/2013	Trust	Buy	1,790.00	4.33
4/3/2013	Trust	Buy	5,000.00	4.25
4/3/2013	Trust	Buy	2,629.00	4.10
4/9/2013	Trust	Buy	100.00	4.23
4/11/2013	Trust	Buy	5,000.00	4.58
4/11/2013	Trust	Buy	45.00	4.77
4/12/2013	Trust	Buy	1,010.00	4.89
4/15/2013	Trust	Buy	500.00	4.56
4/16/2013	Trust	Buy	700.00	4.61
4/17/2013	Trust	Buy	4,300.00	4.55
4/18/2013	Trust	Buy	200.00	4.67
4/22/2013	Trust	Buy	900.00	4.65
4/23/2013	Trust	Buy	1,426.00	5.65
4/23/2013	Trust	Buy	1,100.00	5.51
4/24/2013	Trust	Buy	1,299.00	5.78
4/26/2013	Trust	Buy	5.00	6.02

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4/30/2013	Trust	Buy	100.00	5.87
5/1/2013	Trust	Buy	1,962.00	5.95
5/2/2013	Trust	Buy	2,812.00	6.22
5/3/2013	Trust	Buy	100.00	6.22
5/6/2013	Trust	Buy	3,899.00	6.68
5/8/2013	Trust	Buy	1,602.00	6.03
5/10/2013	Trust	Buy	500.00	5.99

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EXHIBIT 7.01

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of Gray Television, Inc. and that this Agreement be included as an Exhibit to such statement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of May 15, 2013.

HARVEY SANDLER REVOCABLE TRUST

By: /s/ Harvey Sandler
Name: Harvey Sandler
Title: Sole Trustee

THE HARVEY AND PHYLLIS SANDLER FOUNDATION
INC.

By: /s/ Harvey Sandler
Name: Harvey Sandler
Title: President

/s/ Harvey Sandler
Harvey Sandler
