

GRAY TELEVISION INC  
Form 8-K  
September 27, 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 27, 2002**

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Date of Report (Date of earliest event reported)

**1-13796**

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Commission File Number

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

**Georgia**

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(State or other jurisdiction of incorporation or organization)

**52-0285030**

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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.

SIGNATURE

EXHIBIT INDEX

EX-4.1 FORM OF LOCKUP AGREEMENT

EX-5.1 OPINION OF PROSKAUER ROSE LLP

EX-5.2 OPINION OF TROUTMAN SANDERS LLP

EX-8.1 OPINION PROSKAUER ROSE LLP

EX-23.1 CONSENT OF PRICEWATERHOUSE COOPERS LLP

EX-23.2 CONSENT OF ERNST & YOUNG LLP

EX-23.3 CONSENT OF MCGLADREY & PULLEN, LLP

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

(a)-(b) Not applicable

(c) Exhibits

Exhibit 4.1	Form of Lockup Agreement by and among certain stockholders and/or officers and/or directors of Gray Television, Inc. and Deutsche Bank Securities Inc. and Merrill Lynch & Co.
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 27,500,000 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 27,500,000 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 27,500,000 shares of Common Stock
Exhibit 23.2	Consent of Ernst & Young LLP for the Prospectus Supplement relating to the offering of 27,500,000 shares of Common Stock
Exhibit 23.3	Consent of McGladrey & Pullen, LLP for the Prospectus Supplement relating to the offering of 27,500,000 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: September 27, 2002

GRAY TELEVISION, INC.

By: /s/ James C. Ryan

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James C. Ryan  
Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Form of Lockup Agreement by and among certain stockholders and/or officers and/or directors of Gray Television, Inc. and Deutsche Bank Securities Inc. and Merrill Lynch & Co.
5.1	Opinion of Proskauer Rose LLP as to the legality of the securities offered in the Prospectus Supplement relating to the offering of 27,500,000 shares of Common Stock
5.2	Opinion of Troutman Sanders LLP as to the legality of the securities offered in the Prospectus Supplement relating to the offering of 27,500,000 shares of Common Stock
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 27,500,000 shares of Common Stock
23.1	Consent of PricewaterhouseCoopers LLP for the Prospectus Supplement relating to the offering of 27,500,000 shares of Common Stock
23.2	Consent of Ernst & Young LLP for the Prospectus Supplement relating to the offering of 27,500,000 shares of Common Stock
23.3	Consent of McGladrey & Pullen, LLP for the Prospectus Supplement relating to the offering of 27,500,000 shares of Common Stock
23.4	Consent of

Proskauer Rose LLP  
(incorporated by  
reference to Exhibit  
5.1) 23.5 Consent of  
Troutman Sanders LLP  
(incorporated by  
reference to Exhibit 5.2)