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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07 – Submission of Matters to a Vote of Security Holders**

On June 9, 2016, Gray Television, Inc. (the “Company”) held its 2016 annual meeting of shareholders. The results of voting on the proposals submitted to a vote of the Company’s shareholders at the 2016 annual meeting were as follows:

**Proposal No. 1 (Election of Directors):**

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Hilton H. Howell, Jr.	63,873,715	24,288,370	31,106,103
Howell W. Newton	81,265,709	6,896,376	31,106,103
Richard L. Boger	78,040,280	10,121,805	31,106,103
T. L. Elder	85,714,767	2,447,318	31,106,103
Robin R. Howell	62,580,200	25,581,885	31,106,103
Elizabeth R. Neuhoff	62,766,831	25,395,254	31,106,103
Hugh E. Norton	80,626,853	7,535,232	31,106,103
Harriett J. Robinson	62,582,869	25,579,216	31,106,103

**Proposal No. 2 (Ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm for 2016):**

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
118,743,402	491,320	33,466

As a result of the foregoing votes, each of the director nominees were elected as directors of the Company to hold office until the Company’s next annual meeting of shareholders and until their respective successors are duly elected and qualified, and the proposal to approve the ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm for 2016 was approved.

**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.**

By: /s/ James C. Ryan

Name: James C. Ryan

Title: Executive Vice President and Chief Financial Officer

Date: June 9, 2016