

GRAY TELEVISION INC

Form DEFA14A

April 22, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Gray Television, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

GRAY TELEVISION, INC.

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Material

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

GRAY TELEVISION, INC. 4370 PEACHTREE ROAD, N.E. ATLANTA, GA 30319

Shareholder Meeting to be held on 06/04/08

Proxy Material Available

- Notice and Proxy Statement
- Form 10K

PROXY MATERIAL VIEW OR RECEIVE

You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 05/21/08.

HOW TO VIEW MATERIAL VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIAL

- 1) BY INTERNET www.proxyvote.com
- 2) BY TELEPHONE 1-800-579-1639
- 3) BY E-MAIL* sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual

Meeting Date: 06/04/08

Meeting Time: 9:30 A.M.

For holders as of: 04/15/08

Meeting Location:

The Peachtree Insurance Center The Executive Board Room 4370 Peachtree Road, N.E., 5th Floor
Atlanta, GA 30319

Meeting Directions:

For Meeting Directions Please Call: (404)266-8333

How To Vote

Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to

WWW.PROXYVOTE.COM.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting items

**THE BOARD OF DIRECTORS RECOMMENDS A
VOTE FOR ITEM 1.**

1. ELECTION OF DIRECTORS

Nominees:

- | | |
|-------------------------------|----------------------------|
| 01) Richard L. Boger | 07) Howell W. Newton |
| 02) Ray M. Deaver | 08) Hugh E. Norton |
| 03) T. L. Elder | 09) Robert S. Prather, Jr. |
| 04) Hilton H. Howell, Jr. | 10) Harriett J. Robinson |
| 05) William E. Mayher,
III | 11) J. Mack Robinson |
| 06) Zell B. Miller | |

2. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

R1GTV3

RIGTV4