

GRAY TELEVISION INC  
Form 8-K  
May 08, 2018

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 8, 2018 (May 7, 2018)**

**Gray Television, Inc.**

**(Exact name of registrant as specified in its charter)**

|                              |                          |                     |
|------------------------------|--------------------------|---------------------|
| Georgia                      | 001-13796                | 58-0285030          |
| (State or other jurisdiction | (Commission File Number) | (IRS employer       |
| of incorporation)            |                          | Identification No.) |

|  |            |
|--|------------|
| 4370 Peachtree Road, Atlanta GA          | 30319      |
| (Address of principal executive offices) | (Zip Code) |

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Registrant's telephone number, including area code (404) 504-9828

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Reference is made to Item 5.07 of this Current Report on Form 8-K. On May 7, 2018, Gray Television, Inc. (the “Company”) filed Articles of Amendment (the “Amendment”) to its Restated Articles of Incorporation to (1) increase the number of authorized shares of common stock, no par value per share (“common stock”), from 100 million shares to 200 million shares and (2) increase the number of authorized shares of Class A common stock, no par value per share (“Class A common stock”), from 15 million shares to 25 million shares. A copy of the Company’s Restated Articles of Incorporation, as amended, is filed as Exhibit 3.1 hereto and is incorporated herein by reference. The Amendment was approved by shareholders at the Company’s Annual Meeting of Shareholders held on May 7, 2018 (the “Annual Meeting”).

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

The results of voting on the proposals submitted to a vote of the Company’s shareholders at the 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. | 110,179,635      | 2,202,807             | 29,044,548              |
| Howell W. Newton      | 109,434,540      | 2,947,902             | 29,044,548              |
| Richard L. Boger      | 108,256,323      | 4,126,119             | 29,044,548              |
| T.L. Elder            | 110,159,499      | 2,222,943             | 29,044,548              |
| Luis A. Garcia        | 111,230,500      | 1,151,942             | 29,044,548              |
| Richard B. Hare       | 111,244,426      | 1,138,016             | 29,044,548              |
| Robin R. Howell       | 109,481,385      | 2,901,057             | 29,044,548              |
| Elizabeth R. Neuhoff  | 109,483,341      | 2,899,101             | 29,044,548              |
| Hugh E. Norton        | 108,859,480      | 3,522,962             | 29,044,548              |

**Proposal No. 2 (Approval of an amendment to the Company’s Restated Articles of Incorporation to increase to the number of shares of common stock and Class A common stock authorized for issuance thereunder):**

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> |
|--|------------------|----------------------|----------------|
| Common stock and Class A common stock, voting together | 131,581,137      | 9,004,775            | 841,078        |
| Common stock, voting separately                        | 67,786,947       | 8,255,705            | 704,328        |

|   |            |         |         |
|---|------------|---------|---------|
| Class A common stock, voting separately | 63,794,190 | 749,070 | 136,750 |
|---|------------|---------|---------|

**Proposal No. 3 (Ratification of the appointment of RSM US LLP as the Company's independent registered public accounting firm for 2018):**

| Votes For   | Votes Against | Abstain |
|-------------|---------------|---------|
| 140,429,259 | 392,316       | 605,415 |

**Proposal No. 4 (Non-binding, advisory shareholder proposal requesting that the Board of Directors of the Company provide holders of the Company's Class A common stock with the right to annually convert 1% of the outstanding Class A common stock into shares of common stock):**

| Votes For  | Votes Against | Abstain    | Broker Non-Votes |
|------------|---------------|------------|------------------|
| 10,164,772 | 63,299,165    | 38,918,501 | 29,044,550       |

The Board of Directors of the Company will consider the results of the shareholder vote as it continues to evaluate whether it would be in best interests of the Company and the shareholders to take further action.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

### Number Exhibit

3.1 Restated Articles of Incorporation of Gray Television, Inc., as amended.

**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: May 8, 2018