

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

GRAY TELEVISION INC
Form SC 13G
October 31, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

GRAY TELEVISION, INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

389375106

(CUSIP Number)

October 22, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP NO. 00169100

13G

Page 2 of 27 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Sandler Capital Management

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 New York

	5	SOLE VOTING POWER	
NUMBER OF			-0-
SHARES			
BENEFICIALLY OWNED	6	SHARED VOTING POWER	
BY EACH REPORTING			2,424,242
PERSON			
WITH	7	SOLE DISPOSITIVE POWER	
			-0-
	8	SHARED DISPOSITIVE POWER	
			2,424,242

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,424,242 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 6.23%

12 TYPE OF REPORTING PERSON
 PN

 CUSIP NO. 00169100 13G Page 3 of 27 Pages

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Sandler Capital Partners V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	5	SOLE VOTING POWER	
NUMBER OF			1,730,657
SHARES			

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	-0-
	7	SOLE DISPOSITIVE POWER	1,730,657
	8	SHARED DISPOSITIVE POWER	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,730,657 shares of Common Stock		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	4.45%		
12	TYPE OF REPORTING PERSON		
	PN		
CUSIP NO. 00169100		13G	Page 4 of 27 Pages

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Sandler Capital Partners V FTE, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	<input type="checkbox"/>
		(b)	<input type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	5	SOLE VOTING POWER	630,011
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	-0-
	7	SOLE DISPOSITIVE POWER	630,011
	8	SHARED DISPOSITIVE POWER	

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
630,011 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.62%

12 TYPE OF REPORTING PERSON
PN

CUSIP NO. 00169100 13G Page 5 of 27 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Sandler Capital Partners V Germany, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
63,574

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
63,574

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
63,574 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

0.16%

12 TYPE OF REPORTING PERSON
PN

CUSIP NO. 00169100

13G

Page 6 of 27 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Sandler Investment Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

-0-

6 SHARED VOTING POWER

2,424,242

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,424,242

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,424,242 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.23%

12 TYPE OF REPORTING PERSON
PN

CUSIP NO. 00169100

13G

Page 7 of 27 Pages

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MJDM Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

	5	SOLE VOTING POWER	
NUMBER OF			-0-
SHARES			
BENEFICIALLY OWNED	6	SHARED VOTING POWER	
BY EACH REPORTING			2,424,242
PERSON			
WITH	7	SOLE DISPOSITIVE POWER	
			-0-
	8	SHARED DISPOSITIVE POWER	
			2,424,242

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,424,242 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.23%

12 TYPE OF REPORTING PERSON

CO

CUSIP NO. 00169100 13G Page 8 of 27 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Four JK Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

6 SHARED VOTING POWER
2,424,242

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
2,424,242

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,424,242 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.23%

12 TYPE OF REPORTING PERSON
CO

CUSIP NO. 00169100 13G Page 9 of 27 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
ALCR Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

NUMBER OF SHARES	-0-	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		2,424,242
	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		2,424,242
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,424,242 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.23%	
12	TYPE OF REPORTING PERSON	
	CO	

CUSIP NO. 00169100	13G	Page 10 of 27 Pages

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Andrew Sandler	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	5	SOLE VOTING POWER
NUMBER OF SHARES	-0-	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		2,424,242
	7	SOLE DISPOSITIVE POWER
		-0-

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

8 SHARED DISPOSITIVE POWER

2,424,242

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,424,242 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.23%

12 TYPE OF REPORTING PERSON
IN

CUSIP NO. 00169100

13G

Page 11 of 27 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Michael J. Marocco

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
-0-

6 SHARED VOTING POWER
2,424,242

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
2,424,242

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,424,242 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.23%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00169100

13G

Page 12 of 27 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John Kornreich

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
NUMBER OF SHARES		50,000	
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER	
WITH		2,424,242	
	7	SOLE DISPOSITIVE POWER	
		50,000	
	8	SHARED DISPOSITIVE POWER	
		2,424,242	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,474,242 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.36%

12 TYPE OF REPORTING PERSON

IN

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

CUSIP NO. 00169100

13G

Page 13 of 27 Pages

SCHEDULE 13G

Item 1.

- (a) Name of Issuer: Gray Television, Inc.
- (b) Address of Issuer's Principal Executive Offices:
4370 Peachtree Road NE
Albany, Georgia 30319

Item 2.

- 1. (a) Name of Person Filing: Sandler Capital Management
- (b) Address of Principal Business Office, or, if none, Residence:
767 Fifth Avenue
New York, New York 10153
- (c) Citizenship or Place of Organization:
Sandler Capital Management is a general partnership organized under the laws of the State of New York.
- (d) Title of Class of Securities: Common Stock, no par value
- (e) CUSIP Number: 389375106
- 2. (a) Name of Person Filing: Sandler Capital Partners V, L.P. ("Sandler V")
- (b) Address of Principal Business Office, or, if none, Residence:
767 Fifth Avenue
New York, New York 10153
- (c) Citizenship or Place of Organization:
Sandler V is a limited partnership organized under the laws of the State of Delaware.
- (d) Title of Class of Securities: Common Stock, no par value
- (e) CUSIP Number: 389375106

CUSIP NO. 00169100

13G

Page 14 of 27 Pages

- 3. (a) Name of Person Filing: Sandler Capital Partners V FTE, L.P. ("Sandler V FTE")
- (b) Address of Principal Business Office, or, if none, Residence:
767 Fifth Avenue

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

New York, New York 10153

- (c) Citizenship or Place of Organization:
Sandler V FTE is a limited partnership organized under the laws of the State of Delaware.
 - (d) Title of Class of Securities: Common Stock, no par value
 - (e) CUSIP Number: 389375106
- 4.
- (a) Name of Person Filing: Sandler Capital Partners V Germany, L.P. ("Sandler V Germany")
 - (b) Address of Principal Business Office, or, if none, Residence:
767 Fifth Avenue
New York, New York 10153
 - (c) Citizenship or Place of Organization:
Sandler V Germany is a limited partnership organized under the laws of the State of Delaware.
 - (d) Title of Class of Securities: Common Stock, no par value
 - (e) CUSIP Number: 389375106
- 5.
- (a) Name of Person Filing: Sandler Investment Partners, L.P.
 - (b) Address of Principal Business Office, or, if none, Residence:
767 Fifth Avenue
New York, New York 10153
 - (c) Citizenship or Place of Organization:
Sandler Investment Partners, L.P. is a limited partnership organized under the laws of the State of Delaware.
 - (d) Title of Class of Securities: Common Stock, no par value
 - (e) CUSIP Number: 389375106

CUSIP NO. 00169100

13G

Page 15 of 27 Pages

- 6.
- (a) Name of Person Filing: MJDM Corp.
 - (b) Address of Principal Business Office, or, if none, Residence:
767 Fifth Avenue
New York, New York 10153
 - (c) Citizenship or Place of Organization:
MJDM Corp. is a corporation organized under the laws of the State of New York.
 - (d) Title of Class of Securities: Common Stock, no par value
 - (e) CUSIP Number: 389375106
- 7.
- (a) Name of Person Filing: Four JK Corp.

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

- (b) Address of Principal Business Office, or, if none,
Residence:
767 Fifth Avenue
New York, New York 10153
- (c) Citizenship or Place of Organization: United States
- (d) Title of Class of Securities: Common Stock, no par value
- (e) CUSIP Number: 389375106

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

CUSIP NO. 00169100

13G

Page 17 of 27 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

1. Sandler Capital Management:

- (a) Amount beneficially owned: 2,424,242(1)(2) shares of Common Stock, no par value, of Gray Television, Inc. Reporting Person is managed by a committee (the "Management Committee") consisting of the principal stockholders of ALCR Corp., MJDM Corp., and Four JK Corp. (Andrew Sandler, Michael J. Marocco and John Kornreich). All decisions regarding Sandler V, Sandler V FTE and Sandler V Germany's investment in the securities of the Issuer require the consent of the Management Committee. Sandler Capital Management is the general partner of Sandler Investment Partners, L.P., which is the general partner of Sandler V, Sandler V FTE and Sandler V Germany.
- (b) Percent of class: 6.23%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0 shares
 - (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares
 - (iii) Sole power to dispose or to direct the disposition of: 0 shares

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

(iv) Shared power to dispose or to direct the disposition of:
2,424,242(1) shares

2. Sandler Capital Partners V, L.P.:

(a) Amount beneficially owned: 1,730,657 shares of Common Stock, no par value, of Gray Television, Inc.

(b) Percent of class: 4.45%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,730,657 shares

(ii) Shared power to vote or to direct the vote: 0 shares

(iii) Sole power to dispose or to direct the disposition of: 1,730,657 shares

CUSIP NO. 00169100

13G

Page 18 of 27 Pages

(iv) Shared power to dispose or to direct the disposition of: 0 shares

3. Sandler Capital Partners V FTE, L.P.:

(a) Amount beneficially owned: 630,011 shares of Common Stock, no par value, of Gray Television, Inc.

(b) Percent of class: 1.62%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 630,011 shares

(ii) Shared power to vote or to direct the vote: 0 shares

(iii) Sole power to dispose or to direct the disposition of: 630,011 shares

(iv) Shared power to dispose or to direct the disposition of: 0 shares

4. Sandler Capital Partners V Germany, L.P.

(a) Amount beneficially owned: 63,574 shares of Common Stock, no par value, of Gray Television, Inc.

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

- (b) Percent of class: 0.16%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 63,574 shares
 - (ii) Shared power to vote or to direct the vote: 0 shares
 - (iii) Sole power to dispose or to direct the disposition of: 63,574 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0 shares

CUSIP NO. 00169100

13G

Page 19 of 27 Pages

5. Sandler Investment Partners, L.P.:

- (a) Amount beneficially owned: 2,424,242 (1) (2) shares of Common Stock, no par value, of Gray Television, Inc. Sandler Investment Partners, L.P. is the general partner of Sandler V, Sandler V FTE and Sandler V Germany.
- (b) Percent of class: 6.23%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0 shares
 - (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares
 - (iii) Sole power to dispose or to direct the disposition of: 0 shares
 - (iv) Shared power to dispose or to direct the disposition of: 2,424,242(1) shares

6. ALCR Corp.:

- (a) Amount beneficially owned: 2,424,242(1) (2) shares of Common Stock, no par value, of Gray Television, Inc. Reporting Person is a general partner of Sandler Capital Management, which is the general partner of Sandler Investment Partners, L.P., which is the general partner of Sandler V, Sandler V FTE and Sandler V Germany.
- (b) Percent of class: 6.23%
- (c) Number of shares as to which the person has:

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

- (i) Sole power to vote or to direct the vote: 0 shares
- (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares
- (iii) Sole power to dispose or to direct the disposition of: 0 shares
- (iv) Shared power to dispose or to direct the disposition of: 2,424,242(1) shares

CUSIP NO. 00169100

13G

Page 20 of 27 Pages

7. MJDM Corp.:

- (a) Amount beneficially owned: 2,424,242(1)(2) shares of Common Stock, no par value, of Gray Television, Inc. Reporting Person is a general partner of Sandler Capital Management, which is the general partner of Sandler Investment Partners, L.P., which is the general partner of Sandler V, Sandler V FTE and Sandler V Germany.
- (b) Percent of class: 6.23%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0 shares
 - (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares
 - (iii) Sole power to dispose or to direct the disposition of: 0 shares
 - (iv) Shared power to dispose or to direct the disposition of: 2,424,242(1) shares

8. Four JK Corp.:

- (a) Amount beneficially owned: 2,424,242(1)(2) shares of Common Stock, no par value, of Gray Television, Inc. Reporting Person is a general partner of Sandler Capital Management, which is the general partner of Sandler Investment Partners, L.P., which is the general partner of Sandler V, Sandler V FTE and Sandler V Germany.
- (b) Percent of class: 6.23%
- (c) Number of shares as to which the person has:

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

- (i) Sole power to vote or to direct the vote: 0 shares
- (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares
- (iii) Sole power to dispose or to direct the disposition of: 0 shares
- (iv) Shared power to dispose or to direct the disposition of: 2,424,242(1) shares

CUSIP NO. 00169100

13G

Page 21 of 27 Pages

9. Andrew Sandler:

- (a) Amount beneficially owned: 2,424,242 (1) (2) shares of Common Stock, no par value, of Gray Television, Inc. Reporting Person is the sole shareholder of ALCR Corp., a member of the Management Committee of Sandler Capital Management and a Managing Director of Sandler Capital Management, which is the general partner of Sandler Investment Partners, L.P., the general partner of Sandler V, Sandler V FTE and Sandler V Germany.
- (b) Percent of class: 6.23%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0 shares
 - (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares
 - (iii) Sole power to dispose or to direct the disposition of: 0 shares
 - (iv) Shared power to dispose or to direct the disposition of: 2,424,242(1) shares

10. Michael J. Marocco:

- (a) Amount beneficially owned: 2,424,242(1) (2) shares of Common Stock, no par value, of Gray Television, Inc. Reporting Person is the sole shareholder of MJDM Corp., a member of the Management Committee of Sandler Capital Management and a Managing Director of Sandler Capital Management, which is the general partner of Sandler Investment Partners, L.P., the general partner of Sandler V, Sandler V FTE and Sandler V Germany.

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

- (b) Percent of class: 6.23%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0 shares
 - (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares

CUSIP NO. 00169100

13G

Page 22 of 27 Pages

- (iii) Sole power to dispose or to direct the disposition of: 0 shares
- (iv) Shared power to dispose or to direct the disposition of:
2,424,242(1) shares

11. John Kornreich:

- (a) Amount beneficially owned: 2,474,242(1)(2)(3) shares of Common Stock, no par value, of Gray Television, Inc. Reporting Person is the majority shareholder of Four JK Corp., a member of the Management Committee of Sandler Capital Management and a Managing Director of Sandler Capital Management, which is the general partner of Sandler Investment Partners, L.P., the general partner of Sandler V, Sandler V FTE, and Sandler V Germany. Reporting Person is also the sole general partner of JK Media Limited Partnership.
- (b) Percent of class: 6.36%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 50,000(3) shares
 - (ii) Shared power to vote or to direct the vote: 2,424,242(1) shares
 - (iii) Sole power to dispose or to direct the disposition of: 50,000(3) shares
 - (iv) Shared power to dispose or to direct the disposition of:
2,424,242(1) shares

(1) Includes 1,730,657, 630,011 and 63,574 shares of Common Stock beneficially owned by Sandler V, Sandler V FTE and Sandler V Germany, respectively.

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

- (2) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his/her/its equity interest therein.
- (3) Includes 50,000 shares of Common Stock owned by JK Media Limited Partnership, of which the Reporting Person is the sole general partner.

CUSIP NO. 00169100

13G

Page 23 of 27 Pages

- Item 5. Ownership of Five Percent or Less of a Class.
Not applicable.
- Item 6. Ownership of More Than Five Percent on Behalf of Another Person.
See Item 4.
- Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.
Not applicable.
- Item 8. Identification and Classification of Members of the Group.
See Exhibit A for Joint Filing Agreement.
- Item 9. Notice of Dissolution of Group.
Not applicable.
- Item 10. Certifications.
By signing below each party certifies that, to the best of his, her or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 00169100

13G

Page 24 of 27 Pages

SIGNATURE

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.

Date: October 31, 2002

SANDLER CAPITAL MANAGEMENT
By: MJDM Corp., a general partner

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

SANDLER CAPITAL PARTNERS V, L.P.
By: Sandler Investment Partners, L.P.,
general partner
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

SANDLER CAPITAL PARTNERS V FTE, L.P.
By: Sandler Investment Partners, L.P.,
general partner
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

SANDLER CAPITAL PARTNERS V GERMANY, L.P.
By: Sandler Investment Partners, L.P.,
general partner
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

CUSIP NO. 00169100

13G

Page 25 of 27 Pages

Date: October 31, 2002

SANDLER INVESTMENT PARTNERS, L.P.
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

Date: October 31, 2002

ALCR CORP.

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

MJDM CORP.

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

FOUR JK CORP.

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

By: /s/ Andrew Sandler

Name: Andrew Sandler

Date: October 31, 2002

By: /s/ Michael Marocco

Name: Michael J. Marocco

Date: October 31, 2002

By: /s/ John Kornreich

Name: John Kornreich

CUSIP NO. 00169100

13G

Page 26 of 27 Pages

Exhibit A

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 13G (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 the 31st day of October, 2002.

Date: October 31, 2002

SANDLER CAPITAL MANAGEMENT

By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

Date: October 31, 2002

SANDLER CAPITAL PARTNERS V, L.P.
By: Sandler Investment Partners, L.P.,
general partner
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

SANDLER CAPITAL PARTNERS V FTE, L.P.
By: Sandler Investment Partners, L.P.,
general partner
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

CUSIP NO. 00169100

13G

Page 27 of 27 Pages

Date: October 31, 2002

SANDLER CAPITAL PARTNERS V GERMANY, L.P.
By: Sandler Investment Partners, L.P.,
general partner
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

SANDLER INVESTMENT PARTNERS, L.P.
By: Sandler Capital Management,
general partner
By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

Date: October 31, 2002

ALCR Corp.

By: /s/ Moira Mitchell

Name: Moira Mitchell

Edgar Filing: GRAY TELEVISION INC - Form SC 13G

Title: President

Date: October 31, 2002

MJDM Corp.

By: /s/ Moira Mitchell

Name: Moira Mitchell

Title: President

Date: October 31, 2002

Four JK Corp.

By: /s/ Moira Mitchell

Name: Moira Mitchell

Title: President

Date: October 31, 2002

By: /s/ Andrew Sandler

Name: Andrew Sandler

Date: October 31, 2002

By: /s/ Michael Marocco

Name: Michael J. Marocco

Date: October 31, 2002

By: /s/ John Kornreich

Name: John Kornreich