

INVESTMENT BANKING UPDATE

September 14, 2016

\$525 Million / \$200 Million

Senior Notes Due 2024 /
Add-on to Existing Senior Notes
Due 2026



The undersigned served as Co-Manager in the offering

Stephens Inc.

Transaction Details

- On September 14, 2016, Gray Television, Inc. (NYSE: GTN) (“Gray” or the “Company”), completed a private offering of \$525 million in aggregate principal amount of 5.125% Senior Notes due 2024 (the “2024 Notes”) and a \$200 million add-on to its existing 5.875% Senior Notes due 2026 (the “Additional 2026 Notes”) (together with the 2024 Notes, the “Notes”)
 - The 2024 Notes priced at 100% of par, while the Additional 2026 Notes priced at 103% of par, resulting in an effective yield of 5.398%
 - Distribution: 144A for Life
 - Ratings for the Notes were: B+ (S&P) / B2 (Moody’s)
- The Company used a portion of the proceeds from the offering to complete the previously announced cash tender offer (the “Tender Offer”) for any and all of its outstanding \$675 million aggregate principal amount 7.5% Senior Notes due 2020 (the “2020 Notes”), and intends to use the remaining proceeds to redeem any 2020 Notes that remained outstanding after completion of the Tender Offer
- Stephens Inc. served as a Co-Manager on this transaction

According to the Company’s Filing:

Gray is a television broadcast company headquartered in Atlanta, Georgia, that owns and operates television stations and leading digital assets in markets throughout the United States. The Company owns and/or operates television stations in 51 television markets that broadcast over 185 separate program streams, including 36 channels affiliated with CBS, 27 channels affiliated with NBC, 19 channels affiliated with ABC and 14 channels affiliated with FOX. Gray owns the number-one or number-two ranked television station operations in 50 of those 51 markets. The Company’s stations reach approximately 9.5 percent of total United States television households.

Sources: Company filings and publicly available information.

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