

FORM 8-K

GENERAL COMMUNICATION INC - GNCMA

Filed: May 10, 2011 (period: May 09, 2011)

Report of unscheduled material events or corporate changes.

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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 9, 2011

GENERAL COMMUNICATION, INC.

(Exact name of registrant as specified in its charter)

State of Alaska (State or other Jurisdiction of Incorporation or organization)	0-15279 Commission File Number	92-0072737 (I.R.S Employer Identification No.)
2550 Denali Street Suite 1000 Anchorage, Alaska (Address of principal executive offices)		99503 (Zip Code)

Registrant's telephone number, including area code: (907) 868-5600

NONE

(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 obligations 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))
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Section 7 – Regulation FD

Item 7.01. Regulation FD Disclosure

On May 9, 2011, General Communication, Inc., of which GCI, Inc. is a wholly-owned subsidiary, issued a press release announcing that GCI, Inc. priced an offering, pursuant to an exemption under the Securities Act of 1933, as amended, of \$325 million in aggregate principal amount of senior unsecured notes due 2021. The net proceeds from the offering will be used to retire GCI, Inc.'s outstanding senior unsecured notes due 2014.

On May 9, 2011, General Communication, Inc. also announced that GCI, Inc. is commencing a cash tender offer and consent solicitation for any and all of its \$320 million outstanding principal amount of 7.25% senior notes due 2014.

This Form 8-K and the press releases attached hereto as Exhibit 99.1 and 99.2 are being furnished to the Securities and Exchange Commission under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 9, 2011.
99.2	Press Release dated May 9, 2011.

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.

GENERAL COMMUNICATION, INC.

(Registrant)

Date: May 10, 2011

By /s/ John M. Lowber

Name: John M. Lowber

Title: Senior Vice President,
Chief Financial Officer,
Secretary and Treasurer
(Principal Financial Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 9, 2011
99.2	Press Release dated May 9, 2011

FOR IMMEDIATE RELEASE

May 9, 2011

GCI Prices \$325 million of New Senior Notes

Anchorage, Alaska, May 9 - General Communication, Inc. (Nasdaq: GNCMA) announced today the pricing of \$325 million of new 6 ¾% Senior Notes due 2021 at a price of 100.00% (the "Notes") to be issued by its wholly-owned subsidiary, GCI, Inc. ("GCI"). The Notes will be senior unsecured obligations of GCI. The net proceeds of the offering will be used to retire GCI's outstanding senior unsecured notes due in 2014. The offering is expected to close on May 20, 2011, subject to customary closing conditions.

GCI will make the offering pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act"). The initial purchaser will offer the Notes only to Qualified Institutional Buyers as permitted under Rule 144A of the Securities Act, or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes will not be registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States absent registration under such laws or applicable exemptions from such registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the offered Notes, nor shall there be any sales of Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the completion of the offering and the use of proceeds from the offering. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, general market conditions. These forward-looking statements speak only as of the date of this press release, and General Communication, Inc. and GCI expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in their expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of General Communication, Inc. and GCI, including their most recent Forms 10-Q and 10-K, for additional information about General Communication, Inc. and GCI and about the risks and uncertainties related to their business which may affect the statements made in this press release.

Contact:

Bruce Broquet,
Vice President, Finance
907-868-6660

FOR IMMEDIATE RELEASE

May 9, 2011

General Communication, Inc. Announces Its Wholly Owned Subsidiary, GCI, Inc., Commencing Tender Offer and Consent Solicitation for Existing 7.25 Percent Senior Notes Due 2014

Anchorage, Alaska - General Communication, Inc. (Nasdaq: GNCMA) announced today that its wholly owned subsidiary, GCI, Inc. ("GCI"), is commencing a cash tender offer and consent solicitation (the "Offer") for any and all of its \$320,000,000 outstanding principal amount of 7.25 percent Senior Notes due 2014, CUSIP Number 36155WAC0 (collectively, the "Notes").

The offer is scheduled to expire at 12:00 midnight, New York City time, on June 6, 2011, unless extended or earlier terminated (the "Expiration Date"). The consent solicitation will expire at 5:00 P.M., New York City time, on May 20, 2011 (the "Consent Date"), unless extended or earlier terminated. Holders tendering their Notes under the indenture will be required to consent to certain proposed amendments (the "Proposed Amendments") to the indenture governing their Notes, which will eliminate substantially all of the restrictive covenants and make other revisions to the indenture. Adoption of the Proposed Amendments requires the consent of holders of at least a majority of the aggregate principal amount of the outstanding Notes under the indenture. Holders may not tender their Notes without delivering consents and may not deliver consents without tendering their Notes.

Holders who validly tender their Notes on or prior to the Consent Date will receive the total consideration of \$1,014.58, consisting of (i) the tender price of \$1,004.58 and (ii) the consent payment of \$10.00, per \$1,000 principal amount of Notes (if such notes are accepted for purchase). Holders who validly tender their Notes after the Consent Date but on or prior to the Expiration Date will receive the tender price of \$1,004.58 per \$1,000 principal amount of Notes (if such notes are accepted for purchase). In either case, Holders who validly tender their Notes also will be paid accrued and unpaid interest up to, but not including, the applicable date of payment for their Notes (if such notes are accepted for purchase).

The Offer is subject to the satisfaction of certain conditions, including receipt by GCI of tenders of Notes representing a majority of the aggregate principal amount of the Notes outstanding under the indenture governing the Notes, consummation of the required financing, as well as other customary conditions. The terms of the Offer are described in GCI's Offer to Purchase and Consent Solicitation Statement dated May 9, 2011, copies of which may be obtained from D.F. King & Co., Inc.

GCI has engaged Deutsche Bank Securities Inc. (NYSE: DB) to act as dealer manager and solicitation agent in connection with the Offer. Questions regarding the Offer may be directed to Deutsche Bank Securities Inc., Liability Management Group, at 855-287-1922 (US toll free) and 212-250-7527 (collect). Requests for documentation may be directed to D.F. King & Co., Inc., the information agent for the Offer, at 888-886-4425 (US toll-free) and 212-269-5550 (collect).

This announcement is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of a consent with respect to any securities. The Offer is being made solely by the Offer to Purchase and Consent Solicitation Statement dated May 9, 2011.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, general market conditions. These forward-looking statements speak only as of the date of this press release, and General Communication, Inc. and GCI expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in their expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of General Communication, Inc. and GCI, including their most recent Forms 10-Q and 10-K for additional information about General Communication, Inc. and GCI and about the risks and uncertainties related to their business which may affect the statements made in this press release.

Contact:

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