

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 18, 2003

GENERAL COMMUNICATION, INC.

(Exact Name of Registrant as Specified in its Charter)

Alaska

0-15279

92-0072737

(State or Other
Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer
Identification
Number)

2550 Denali Street Suite 1000 Anchorage, Alaska

99503

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (907) 265-5600

NONE

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Regulation FD Disclosure.

General Communication, Inc. announced February 2, 2004 that its wholly owned subsidiary, GCI, Inc., is commencing a cash tender offer and consent solicitation for any and all of its \$180,000,000 outstanding principal amount of 9.75 percent Senior Notes due 2007.

A copy of the press release is attached as Exhibit 99.1. The information contained in Exhibit 99.1 is incorporated by reference herein.

Item 7. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired: None

(b) Pro forma financial information: None

(c) Exhibit:

99.1 Press release dated February 2, 2004

SIGNATURE

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: February 2, 2004

By /s/ John M. Lowber

Name: John M. Lowber
Title: Senior Vice President,
Chief Financial Officer,
Secretary and Treasurer
(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of General Communication, Inc., dated February 2, 2004.

February 2, 2004

Contact: Bruce Broquet, (907) 868-6660, bbroquet@gci.com

FOR IMMEDIATE RELEASE

GCI ANNOUNCES ITS WHOLLY OWNED SUBSIDIARY, GCI, INC. COMMENCING TENDER OFFER AND CONSENT SOLICITATION FOR EXISTING 9.75 PERCENT SENIOR NOTES DUE 2007

ANCHORAGE, AK -- General Communication, Inc. (NASDAQ-NMS:GNCMA) (Nasdaq:GNCMA) announced today that its wholly owned subsidiary, GCI, Inc., is commencing a cash tender offer and consent solicitation (the "Offer") for any and all of its \$180,000,000 outstanding principal amount of 9.75 percent Senior Notes due 2007, CUSIP Number 36155WAA4 (collectively, the "Notes").

The offer is scheduled to expire at 5:00 P.M., New York City time, on March 2, 2004, unless extended or earlier terminated (the "Expiration Date"). The consent solicitation will expire at 5:00 P.M., New York City time, on February 13, 2004 (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 \$1,035.00, consisting of (i) the tender price of \$1,025.00 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 \$1,025.00 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, Inc. 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, consent from the lenders under the credit facility of GCI Holdings, Inc. (NASDAQ-NMS:GNCMA), a wholly owned subsidiary of GCI, Inc., as well as other customary conditions. The terms of the Offer are described in GCI, Inc.'s Offer to Purchase and Consent Solicitation Statement dated February 2, 2004, copies of which may be obtained from MacKenzie Partners, Inc.

GCI, Inc. 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. (NYSE:DB), High Yield Capital Markets, at 212-250-7772 (collect). Requests for documentation may be directed to MacKenzie Partners, Inc., the information agent for the Offer, at 800-322-2885 (US toll-free) and 212-929-5500 (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 February 2, 2004.

GCI is the largest Alaska-based and operated integrated communications provider. The company provides local, wireless, and long distance telephone, cable television, Internet and data communication services. More information about the company can be found at www.gci.com.

The foregoing contains forward-looking statements regarding the company's expected results that are based on management's expectations as well as on a number of assumptions concerning future events. Actual results might differ materially from those projected in the forward-looking statements due to uncertainties and other factors, many of which are outside GCI's control. Additional information concerning factors that could cause actual results to differ materially from those in the forward looking statements is contained in GCI's cautionary statement sections of Forms 10-K and 10-Q filed with the Securities and Exchange Commission.

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