

Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENERAL COMMUNICATION, INC.  
(Exact name of registrant as specified in its charter)

ALASKA  
(State or other jurisdiction of  
incorporation or organization)

92-0072737  
(I.R.S. Employer  
Identification No.)

2550 Denali Street, Suite 1000, Anchorage, Alaska 99503-2781  
(Address of Principal Executive Offices) (zip code)

**GENERAL COMMUNICATION, INC.  
AMENDED AND RESTATED 1986 STOCK OPTION PLAN  
(Full title of the plan)**

John M. Lowber  
General Communication, Inc.  
2550 Denali Street, Suite 1000, Anchorage, Alaska 99503-2781  
(Name and address of agent for service)  
907.868.5600  
(Telephone number, including area code, of agent for service)

Copy to: Julius J. Brecht  
Wohlforth, Johnson, Brecht, Cartledge & Brooking, A Professional Corporation  
900 West 5th Avenue, Suite 600, Anchorage, Alaska 99501  
907.276.6401

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount To Be Registered <sup>1</sup>	Proposed Maximum Offering Price Per Share <sup>2</sup>	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
General Communication, Inc. Class A Common Stock	2,500,000	\$12.33	\$30,825,000	\$1,211.42

<sup>1</sup> In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan as described in this Registration Statement.

<sup>2</sup> Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457, based upon the average of the high and low prices of \$12.05 per share and \$12.61 per share, respectively, for the Class A common stock, i.e., an average of \$12.33 per share, which will be the subject of the options under the Plan, as quoted on the Nasdaq Stock Market on July 24, 2007.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information**

The contents of the initial Registration Statement pertaining to the General Communication, Inc. Amended and Restated 1986 Stock Option Plan filed with the Securities and Exchange Commission on Form S-8 on April 5, 1993 (Registration No. 33-60222), the post-effective amendment no. 1 filed with the Commission on Form S-8 POS on August 24, 1995 (Registration No. 333-8758), the post effective amendment no. 2 filed with the Commission on Form S-8 POS on February 20, 1998 (Registration No. 333-8762), the Registration Statement for the plan filed with the Commission on Form S-8 on September 23, 1999 (Registration No. 333-87639), the Registration Statement for the plan filed with the Commission on Form S-8 on April 30, 2001 (Registration No. 333-59796), the Registration Statement for the plan filed with the Commission on Form S-8 on August 30, 2002 (Registration No. 333-99003), the Registration Statement for the plan filed with the Commission on Form S-8 on July 30, 2004 (Registration No. 333-117783), and the Company's annual report on Form 10-K for the year ended December 31, 2006, all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2006, and the description of the Company's common stock as contained in the Form 10, as amended, filed pursuant to that act are incorporated by reference into this Registration Statement. Required opinions, consents, and signatures are included in this amendment.

**Item 2. Registrant Information and Employee Plan Annual Information**

See Item 1.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

See Item 1.

**Item 4. Description of Securities**

See Item 1.

**Item 5. Interests of Named Experts and Counsel**

See Item 1.

**Item 6. Indemnification of Directors and Officers**

See Item 1.

**Item 7. Exemption from Registration Claimed**

See Item 1.

**Item 8. Exhibits**

See Exhibit Index and exhibits at the end of this Registration Statement.

**Item 9. Undertakings**

See Item 1.

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Municipality of Anchorage, State of Alaska, on July 27, 2007.

**GENERAL COMMUNICATION, INC.  
(Registrant)**

By: /s/ Ronald A. Duncan  
Ronald A. Duncan  
President & Chief  
Executive Officer  
(Principal Executive Officer)

By: /s/ John M. Lowber  
John M. Lowber  
Senior Vice President &  
Chief Financial Officer  
(Principal Financial Officer)

By: /s/ Alfred J. Walker  
Alfred J. Walker  
Vice President &  
Chief Accounting Officer  
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>/s/ Ronald A. Duncan</u> Ronald A. Duncan President, Chief Executive Officer and Director (Principal Executive Officer)	<u>July 16, 2007</u> Date
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<u>/s/ Stephen M. Brett</u> Stephen M. Brett Chairman of the Board and Director	<u>July 16, 2007</u> Date
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<u>/s/ Jerry A. Edgerton</u> Jerry A. Edgerton, Director	<u>July 16, 2007</u> Date
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<u>/s/ Scott M. Fisher</u> Scott M. Fisher, Director	<u>July 12, 2007</u> Date
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<u>/s/ William P. Glasgow</u> William P. Glasgow, Director	<u>July 13, 2007</u> Date
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<u>/s/ Stephen R. Mooney</u> Stephen R. Mooney, Director	<u>July 16, 2007</u> Date
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<u>/s/ James M. Schneider</u> James M. Schneider, Director	<u>July 13, 2007</u> Date
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**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the locations and on the dates indicated, effective for the Plan as of July 27, 2007.

**GENERAL COMMUNICATION, INC. AMENDED AND RESTATED 1986 STOCK OPTION PLAN**

**By: Compensation Committee (acting as the Option Committee)**

<u>/s/ Stephen M. Brett</u> Stephen M. Brett	<u>July 16, 2007</u> Date
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<u>/s/ Jerry A. Edgerton</u> Jerry A. Edgerton	<u>July 16, 2007</u> Date
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<u>/s/ Scott M. Fisher</u> Scott M. Fisher	<u>July 12, 2007</u> Date
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<u>/s/ William P. Glasgow</u> William P. Glasgow	<u>July 13, 2007</u> Date
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<u>/s/ Stephen R. Mooney</u> Stephen R. Mooney	<u>July 16, 2007</u> Date
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<u>/s/ James M. Schneider</u> James M. Schneider	<u>July 13, 2007</u> Date
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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**EXHIBITS TO**

**FORM S-8 REGISTRATION STATEMENT**

**UNDER THE SECURITIES ACT OF 1933**

**FOR THE GENERAL COMMUNICATION, INC.**

**AMENDED AND RESTATED 1986 STOCK OPTION PLAN**

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4	Instruments defining rights of security holders, including indentures
4.1	Certified copy of the General Communication, Inc. Amendment No. 1, dated as of June 25, 2007, to the Amended and Restated 1986 Stock Option Plan
4.2	Certified copy of Resolution of Board of Directors of the Company adopted at its meeting of February 19, 2007 increasing the number of shares allocated to the Plan by 2,500,000 shares of Class A common stock
4.3	Certified copy of Resolution of Board of Directors of the Company adopted at its meeting on April 27, 2007 revising the option exercise price to allow deductibility of compensation expense recognized upon exercise of options under the Plan
4.4	Certified copy of Resolution of shareholders of the Company adopted at their June 25, 2007 meeting approving board recommendations to amend the Plan by increasing the number of shares allocated to the Plan by 2,500,000 shares of Class A common stock and by revising the option exercise price to allow deductibility of compensation expense recognized upon exercise of options under the Plan
5	Opinion re legality
5.1	Legal Opinion on Legality of Options and Shares dated July 27, 2007
15	None
23	Consents of experts and counsel
23.1	Consent of Wohlforth, Johnson, Brecht, Cartledge & Brooking, A Professional Corporation
23.2	Consent of Harris, Mericle & Wakayama, P.L.L.C.
23.3	Consent of Independent Registered Public Accounting Firm
24	None
99	None

**CERTIFICATE OF SECRETARY**

I, **JOHN M. LOWBER**, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the document attached hereto as Exhibit 4.1A is a true and correct copy of Amendment No. 1, dated as of June 25, 2007, to the General Communication, Inc. Amended and Restated 1986 Stock Option Plan, revised in accordance with the amendments to the plan adopted by the shareholders of General Communication, Inc. at the annual shareholder meeting held on June 25, 2007.

EXECUTED this 24th day of July, 2007 at Anchorage, Alaska.

**GENERAL COMMUNICATION, INC.**

By: /s/ John M. Lowber  
John M. Lowber, Secretary

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

The foregoing instrument was acknowledged before me this 24th day of July, 2007 by John M. Lowber, Secretary of General Communication, Inc. an Alaska corporation, on behalf of the corporation.

/s/ Christine Ransom  
Notary Public in and for Alaska  
My Commission Expires: 8/28/2010

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**AMENDMENT NO. 1  
TO THE  
AMENDED AND RESTATED 1986 STOCK OPTION PLAN  
OF  
GENERAL COMMUNICATION, INC.**

THIS AMENDMENT is approved and adopted by General Communication, Inc. (the "Company") on this 25<sup>th</sup> day of June, 2007.

**RECITALS**

- A. The Company maintains the Amended and Restated 1986 Stock Option Plan of General Communication, Inc. (the "Plan").
- B. Section 11 of the Plan states that the Company may amend, suspend, or terminate the Plan at any time.
- C. The Company now desires to amend the Plan.

**AMENDMENT**

NOW THEREFORE, the Company hereby amends the Plan as follows:

- 1. Section 4.1 of the Plan hereby is amended to read in its entirety as follows:

4.1 Maximum number of shares issuable. Subject to adjustment as provided in Section 4.2, the maximum aggregate number of shares of Stock that may be issued under the Plan shall be 15,700,000 and shall consist of authorized but unissued or reacquired shares of Stock or any combination thereof. If an outstanding Award for any reason expires or is terminated or canceled without having been exercised or settled in full, or if shares of Stock acquired pursuant to an Award subject to forfeiture are forfeited, the shares of Stock shall again be available for issuance under the Plan. Shares of Stock withheld or reacquired by the Company in satisfaction of tax withholding obligations pursuant to Section 10.2 shall not be deemed to have been issued pursuant to the Plan. If the exercise price of an Option is paid by tender to the Company of shares of Stock owned by the Participant, the number of shares available for issuance under the Plan shall be reduced by the net number of shares for which the Option is exercised.

- 2. Section 6.1 of the Plan is hereby amended to read in its entirety as follows:

6.1 Exercise Price. The exercise price for each Option covering a share of Stock shall be determined by the Committee and shall equal an amount that is not less than the Fair Market Value of a share of Stock on the

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effective date of the grant of the Option; provided, however, that no Incentive Stock Option granted to a Ten Percent Owner shall have an exercise price per share less than 110% of the Fair Market Value of a share of Stock on the effective date of the grant of the Option.

3. Any inconsistent provision of the Plan shall be read consistent with this amendment.
4. Except as amended above, the Company hereby affirms and readopts each and every other provision of the Plan.

IN WITNESS WHEREOF, the undersigned, being duly authorized by the Board, has approved this amendment as of the date first set forth above.

**GENERAL COMMUNICATION, INC.**

By: /s/ Ronald A. Duncan

Title: President and CEO



**BOARD RESOLUTION NO. 2007-02**

**RESOLVED**, that the board of directors of General Communication, Inc. approves and otherwise authorizes, subject to shareholder approval, increasing the number of shares of Company Class A common stock allocated to the Company's Amended and Restated 1986 Stock Option Plan by 2.5 million shares for a total allocation to the plan of 15.7 million shares;

**RESOLVED FURTHER**, that the president or the president's designee is directed to take those steps necessary to seek shareholder approval of this amendment to the plan at the Company's 2007 annual meeting of shareholders and to register the offering of those shares through the plan.

**DATED**, this 19th day of February, 2007.

/s/ John M. Lowber

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John M. Lowber

Secretary

**CERTIFICATE OF SECRETARY**

I, **JOHN M. LOWBER**, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the resolution of the Board of Directors attached hereto as Exhibit 4.3A is a true and correct copy of a resolution duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on April 27, 2007.

**EXECUTED** this 24th day of July, 2007 at Anchorage, Alaska.

**GENERAL COMMUNICATION, INC.**

By: /s/ John M. Lowber  
John M. Lowber, Secretary

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

The foregoing instrument was acknowledged before me this 24 day of July, 2007 by John M. Lowber, Secretary of General Communication, Inc. an Alaska corporation, on behalf of the corporation.

/s/ Christine Ransom  
Notary Public in and for Alaska  
My Commission Expires: 8/28/2010

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**BOARD RESOLUTION NO. 2007-03**

**RESOLVED**, that the board of directors of General Communication, Inc. approves and otherwise authorizes, subject to shareholder approval, revising limitations of the Company's Amended and Restated 1986 Stock Option Plan on the option exercise price to allow deductibility of compensation expense recognized upon exercise of options under the plan;

**RESOLVED FURTHER**, that the president or the president's designee is directed to take those steps necessary to seek shareholder approval of this amendment to the plan at the Company's 2007 annual meeting of shareholders and subsequent to that approval to direct the execution of that amended and restated plan.

**DATED**, this 27th day of April, 2007.

/s/ John M. Lowber

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John M. Lowber

Secretary



**SHAREHOLDER RESOLUTION NO. 2007-02**

**RESOLVED**, that the shareholders of General Communication, Inc. ("Company") hereby approve the amendment of the General Communication, Inc. Amended and Restated 1986 Stock Option Plan, as adopted by the board of directors of the Company at its February 19, 2007 meeting, increasing the number of shares authorized and allocated to the plan by 2.5 million shares for a total of 15.7 million shares of Company Class A common stock, and the amendment of the plan, as adopted by the board at its April 27, 2007 meeting, revising the plan limitation on the option exercise price to allow deductibility of compensation expense recognized upon exercise of options under the plan.

**DATED**, this 25th day of June, 2007.

/s/ John M. Lowber

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John M. Lowber

Secretary



**Wohlforth | Johnson | Brecht**  
**Cartledge | Brooking**

A PROFESSIONAL CORPORATION

Eric A. Auten  
Julius J. Brecht  
Cheryl Rawls Brooking  
Cynthia L. Cartledge  
Michael Gatti  
Robert M. Johnson  
Bradley E. Meyen  
Eric E. Wohlforth

ATTORNEYS AT LAW  
900 WEST 5TH AVENUE, SUITE 600  
ANCHORAGE, ALASKA 99501-2048

Telephone  
907.276.6401

Facsimile  
907.276.5093

Website  
[www.akatty.com](http://www.akatty.com)

July 27, 2007

Ronald A. Duncan, President  
General Communication, Inc.  
2550 Denali Street, Suite 1000  
Anchorage, Anchorage 99503

Re: Opinion As To Legality of Shares To Be Issued Pursuant To General Communication, Inc.  
Amendment No. 1 Dated June 25, 2007 To the Amended and Restated 1986 Stock Option  
Plan; Our File No. 0618.0750

Dear Mr. Duncan:

You have requested an opinion from this firm on behalf of General Communication, Inc. ("Company"), in connection with options which may be granted in 2.5 million shares of, and if granted the issuance of those shares of, Class A common stock of the Company ("Shares") to be issued in conjunction with the Company's Amendment No. 1 dated June 25, 2007 ("Amendment No. 1") To The Amended And Restated 1986 Stock Option Plan, dated March 14, 2000 ("Plan"), the allocation of which Shares was approved by the shareholders of the Company at its annual meeting held on June 25, 2007.

It is this firm's understanding that the facts surrounding these proposed transactions are represented by the Company as of the date of this letter as follows ("Facts"):

- The Plan was adopted by the board of directors of the Company ("Board") by resolution at its December 17, 1986 meeting called and conducted in accordance with the Articles of Incorporation and Bylaws of the Company, which articles and bylaws have been subsequently amended, restated and otherwise revised from time to time in accordance with Alaska corporate law to their form as of
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the date of this letter ("Articles" and "Bylaws", respectively), and the Plan, in its form at that time was approved by the Company's then sole shareholder, Western Tele-Communications, Inc., by resolution at the Company's shareholder meeting held on December 17, 1986.

- The Articles provide that the Company has the power to issue and sell any stock and further expressly provides for the issuance of Class A common stock.
  - The Plan initially provided for the granting of options to eligible employees to purchase up to 600,000 shares of Class A common stock of the Company. Subsequently, the shareholders of the Company at their September 15, 1988, November 12, 1991, June 20, 1995, November 25, 1997, June 10, 1999, June 8, 2000, June 6, 2002, June 10, 2004, and June 25, 2007 annual meetings authorized amendments to the Plan by approving allocations to the Plan of an additional 250,000 shares, 1,500,000 shares, 850,000 shares, 2,500,000 shares, 1,500,000 shares, 1,500,000 shares, 2,000,000 shares, 2,500,000 shares and 2,500,000 shares of Class A common stock of the Company, respectively. As of the date of this letter, there were shares available for issuance by the Company under the Plan and pursuant to the Articles. At the November 12, 1991 meeting, the shareholders also approved an extension of the period during which an option may be exercised under the Plan from five years to ten years as measured from the date of granting of the option; at the June 20, 1995 meeting, the shareholders further approved the removal of any provision of the Plan for termination of granting of options under it after December 20, 1996 or otherwise for its mandatory termination after ten years; at the June 10, 1999 meeting, the shareholders also ratified and otherwise approved board action (taken at a meeting held on October 30, 1998) to change provisions of the Plan setting forth the eligibility criteria for membership on the Option Committee, which administers the Plan, from that of disinterested directors to "non-employee" directors as the term is defined in the Plan; at the June 8, 2000 meeting, the shareholders further approved amendments deleting exceptions to authority of the Company's board of directors to amend the Plan without shareholder approval and ratified several administrative changes to the Plan; at the June 6, 2002 meeting, the shareholders approved establishing an upper limit of 500,000 shares per year on the number of shares that may be granted to a participant in the Plan; and at the June 25, 2007 meeting, the shareholders also approved revising the option exercise price to allow deductibility of compensation expense recognized upon exercise of options under the Plan.
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- The Articles and Bylaws in effect as of the date of this letter are materially the same as those which were in effect as of November 25, 1986 with respect to the power to grant options in and issue Class A common stock; except that the shareholders at the November 25, 1997 meeting approved an increase in the authorized Class A common stock of the Company from 50 million to 100 million shares thus providing sufficient shares for the allocation of the shares to the Plan approved at that meeting.
- The Company was incorporated as an Alaska corporation and received a Certificate of Incorporation dated July 16, 1979 from the Alaska Department of Commerce and Economic Development.
- The Company is in good standing with respect to the reporting and corporation tax requirements of the Alaska Corporations Code to which it is subject, and the Company is otherwise validly existing as an Alaska corporation pursuant to the laws of the State of Alaska with all requisite powers to own property and to conduct its business in the manner contemplated by the Articles, Bylaws, and the Alaska Corporations Code.

Copies of the current Articles (as restated through the Restated Articles of Incorporation filed of record December 18, 2000), current revised Bylaws (dated April 23, 2004), the Company's current Restated Certificate of Incorporation (dated December 18, 2000), the above referenced resolutions, the Amendment No. 1 dated June 25, 2007 to the Plan and the Plan, have been delivered to this firm. We have reviewed these documents. The Articles provide that the Company is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Alaska Corporations Code.

Based upon the foregoing Facts, should the options in the Shares be granted, those options be exercised, and the Shares be issued as of the date of this letter, we are of the opinion as follows. Assuming due compliance with applicable federal and state securities laws, (i) the Shares will, when issued through the respective options granted and exercised under the Plan, represent newly created, legally issued, fully paid, and non-assessable shares of Class A common stock in the Company, and (ii) each holder of a Share will be entitled to the benefits of a shareholder pro rata based upon ownership of outstanding shares of Class A common stock of the Company.

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This letter must not be quoted or referred to in the Company's financial statements or provided to persons other than the officers and directors of the Company without prior consultation with us or our prior written consent. We are aware of the Company's intent to, and we consent to, use of this letter as an exhibit in a Form S-8 registration with the Securities and Exchange Commission under the Securities Act of 1933, as amended and pertaining to the Shares to be allocated to the Plan.

Sincerely,

WOHLFORTH, JOHNSON, BRECHT,  
CARTLEDGE & BROOKING

/s/ Julius J. Brecht

Julius J. Brecht

**CONSENT OF LEGAL COUNSEL**

We hereby consent to the use, in the Prospectus as outlined in Securities and Exchange Commission Form S-8, of our name as special counsel to General Communication, Inc. in the preparation of the Prospectus and the rendering of certain opinions including an opinion as to the legality of the shares.

WOHLFORTH, JOHNSON, BRECHT,  
CARTLEDGE & BROOKING

*/s/ Julius J. Brecht*

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Anchorage, Alaska

July 27, 2007

**CONSENT OF LEGAL COUNSEL**

We hereby consent to the use, in the Prospectus as outlined in Securities and Exchange Commission Form S-8, of our name as special tax counsel to General Communication, Inc. in the preparation of the Prospectus.

HARRIS, MERICLE & WAKAYAMA, P.L.L.C.

/s/ Gloria Wakayama

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Seattle, Washington

July 27, 2007

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
General Communication, Inc.:

We consent to the incorporation by reference in this registration statement on Form S 8 of General Communication, Inc. of our reports dated March 15, 2007, with respect to the consolidated balance sheets of General Communication, Inc. and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 2006, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006, and the effectiveness of internal control over financial reporting as of December 31, 2006, which reports appear in the December 31, 2006, annual report on Form 10 K of General Communication, Inc.

Our report on the financial statements refers to the adoption of the fair value method of accounting for stock-based compensation as required by Statement of Financial Accounting Standards No. 123(R), Share Based Payment, and a change in the method of quantifying errors to conform to Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements.

Our report dated March 15, 2007, on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting as of December 31, 2006, expresses our opinion that General Communication, Inc. did not maintain effective internal control over financial reporting as of December 31, 2006 because of the effect of two material weaknesses on the achievement of the objectives of the control criteria and contains explanatory paragraphs that state that General Communication, Inc.'s internal controls were inadequately designed in that its policies and procedures did not provide for (1) effective analysis and implementation of accounting pronouncements as applied to nonroutine transactions and (2) the review of billing rate changes in two of their systems that produce invoices for common carrier customers.

**KPMG LLP**

/s/ KPMG LLP

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Anchorage, Alaska  
July 27, 2007