
SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or
Section 13(e)(1) of the Securities Exchange Act of 1934

GENERAL COMMUNICATION, INC.
(Name of Subject Company (Issuer))

GENERAL COMMUNICATION, INC.
(Offeror/Issuer)

Names of Filing Persons (identifying status as offeror, issuer or other person)

Class A Common Stock
(Title of Class of Securities)

369385109
(CUSIP Number of Class A Common Stock)

John M. Lowber
2550 Denali Street, Suite 1000
Anchorage, Alaska 99503
(907) 868-5600

(Name, address, and telephone numbers of person
authorized to receive notices and communications on
behalf of filing persons)

Copy to:

Steven D. Miller, Esq.
Sherman & Howard L.L.C.
633 Seventeenth Street, Suite 3000
Denver, Colorado 80202
(303) 297-2900

CALCULATION OF FILING FEE

Transaction valuation*
\$15,741,541

Amount of filing fee
\$878.38

* Calculated solely for purposes of determining the filing fee. This calculation assumes that all eligible options are exchanged for restricted stock. The shares of restricted stock issuable have an aggregate value of \$15,741,541 as of July 30, 2009, based on the average of the high and low sale prices of General Communication, Inc.'s common stock on the Nasdaq Global Select Market on July 30, 2009.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$878.38
Form or Registration No.: 005-38452
Filing party: General Communication, Inc.
Date filed: August 6, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") filed by General Communication, Inc., an Alaska corporation (the "Company"), with the Securities and Exchange Commission on August 6, 2009, relating to an offer by the Company to eligible officers, employees and stakeholders to exchange certain outstanding eligible options to purchase shares of GCI's Class A common stock, no par value ("Common Stock"), that were originally granted under the Company's Amended and Restated 1986 Stock Option Plan (as amended, the "Plan"), for restricted shares of Common Stock that will be granted under the Plan upon the terms and subject to the conditions set forth in the Offer to Exchange.

Except as amended and supplemented hereby, all terms of the Offer to Exchange and all other disclosure set forth in the Schedule TO and the Exhibits thereto remain unchanged.

ITEM 4. TERMS OF THE TRANSACTION

Item 4 of the Schedule TO is hereby amended to add the following sentences:

The offer expired at 11:59 p.m., Alaska Daylight Time, on September 4, 2009. Pursuant to the terms of the offer, GCI has accepted options to purchase 5,241,700 shares of Common Stock from 166 participants, representing approximately 86.1% of the options eligible for exchange in the offer. GCI will issue 1,908,890 shares of Restricted Stock to eligible officers, directors, consultants and advisors, in each case, in accordance with the terms of the Offer to Exchange.

SIGNATURE

After due 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.

GENERAL COMMUNICATION, INC.
(Registrant)

Date: September 9, 2009

By: /s/ JOHN M. LOWBER

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

