
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	Amount of filing fee*
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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.

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:

On August 5, 2009, Ronald A. Duncan, President and Chief Executive Officer of General Communication, Inc. ("GCI" or the "Company"), sent an e-mail to officers, employees and stakeholders who may be eligible to participate in a one-time stock option exchange program (the "Option Exchange Program"). Peter Pounds sent a second email to the same recipients on August 5, 2009, which contained answers to frequently asked questions that may be posed in connection with the Option Exchange Program. These e-mail communications do not constitute an offer to holders of the Company's outstanding stock options to exchange those options. The Option Exchange Program will commence on the day that the Company files a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission.

The Option Exchange Program has not yet commenced. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC, upon the commencement of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.

The Company's stockholders and option holders will be able to obtain the written materials described above and other documents filed by the Company with the SEC free of charge from the SEC's website at www.sec.gov. In addition, stockholders and option holders may obtain free copies of the documents filed by the Company by directing a written request to: General Communication, Inc., 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503, Attention: Investor Relations.

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Item 12. Exhibits

Exhibit Number	Description
99.1	E-mail from Ronald A. Duncan to Eligible Participants dated August 5, 2009
99.2	E-mail from Peter Pounds to Eligible Participants dated August 5, 2009
99.3	Frequently Asked Questions

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Dear option holders,

I am pleased to announce that on August 6th, 2009 GCI will launch an option exchange program for participants in our stock option program. This program will give you, as an option holder, the right to exchange some or all of your options for a lesser number of restricted shares. When the option exchange program begins, we will provide you with access to written materials explaining the terms and timing of the program. You should read these materials carefully, as they contain important information about the option exchange program. While GCI can offer no advice on whether or not you should participate in this offer, we are committed to giving you all the information we can for you to make an informed decision. You will receive an e-mail from Peter Pounds shortly that addresses some of the frequently asked questions that may arise in connection with the program. In addition, we will hold workshops to introduce the program and provide an opportunity for Question and Answer sessions to help with any questions you may have. We look forward to implementing the program and will provide you with additional information once the program is initiated.

Ron

The option exchange program described in this e-mail has not yet commenced. GCI will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC, upon the commencement of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.

GCI's stockholders and option holders will be able to obtain the written materials described above and other documents filed by GCI with the SEC free of charge from the SEC's website at www.sec.gov. In addition, stockholders and option holders may obtain free copies of the documents filed by GCI by directing a written request to: General Communication, Inc., 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503, Attention: Investor Relations.

Dear option holder,

As previously announced, we are offering you the opportunity to exchange any or all of your eligible stock options, on a grant-by-grant basis, for restricted shares of GCI's Class A common stock (collectively, the "Option Exchange Program"). Soon you will receive an e-mail that will include a link to a website containing written materials explaining the terms of the Option Exchange Program. After reading the documentation you will be directed to decide which, if any, of your eligible options you would like to exchange. The website will also contain a secure election page through which you can make your exchange election electronically. Attached to this e-mail are answers to some frequently asked questions that may arise in connection with the Option Exchange Program. Once the Option Exchange Program begins we will send you all of the necessary information and procedures for participation in the program.

We are also holding presentations to help familiarize you with the Option Exchange Program. The first presentation will be held this Friday, August 9th, at noon in the 16th floor conference room at GCI's headquarters, located at 2550 Denali Street, Anchorage, Alaska 99503. The second presentation, which will cover identical topics, will be held next Tuesday, August 11th, at the same time and place. Pizza and sodas will be served at both presentations, so we encourage you to join us for lunch and a discussion of the things to consider to help you decide whether you want to participate in the Option Exchange Program. To sign up for either presentation please click on the following link, <http://intranet.gci.com/applications/meeting3/newmeet2.cfm>, and follow the instructions on the website. If you are unable to attend either presentation in person, or if you prefer to participate telephonically, please use the following conference dial-in number: 1-800-315-6338. Once you have been connected to the conference call please enter the conference code 6952 followed by the # sign.

The decision of whether or not to participate in the program is a personal one to be made based on each person's own unique circumstances. Please make sure to study carefully the program materials you receive, as they will provide important information you need to make an informed decision. In addition, you are strongly encouraged to consult with your advisors, including your tax advisor, before making any decisions regarding the offer. If you have any questions after reviewing the materials please send them via e-mail to tenderoffer@gci.com.

Sincerely,

Peter Pounds

The Option Exchange Program described in this e-mail has not yet commenced. GCI will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC, upon the commencement of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.

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Frequently Asked Questions

This is an informational FAQ only and is not an offer to exchange or a solicitation of an offer to exchange any options. The Option Exchange Program described in this FAQ has not yet commenced. When the Option Exchange Program begins, GCI will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.

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Q. Why has GCI chosen to initiate an Option Exchange Program?

A. A considerable number of stock options that we have issued to officers, employees and consultants as part of their compensation have exercise prices substantially higher than the current and recent trading prices of our common stock. We believe that these out-of-the-money options are not achieving the purposes for which they were intended. In addition, because many of the eligible options have been out-of-the-money for extended periods of time, they have remained outstanding and have added to an increase in the "overhang" of options outstanding in relation to the aggregate number of shares of our common stock outstanding. The purpose of the offer is to promote the interests of our stockholders by (i) enhancing our ability to motivate and retain valued officers, employees, advisors and consultants, and (ii) reducing our "overhang" of outstanding awards by exchanging eligible options under an exchange ratio for a lesser number of shares of restricted stock.

Q. Am I eligible to participate in the Option Exchange Program?

A. If you are an officer or employee of, or a consultant or advisor to, GCI as of August 6, 2009, then you generally will be eligible to participate in the Option Exchange Program. Officers of GCI who also serve on our Board of Directors will not be eligible to participate in the offer. If your service to GCI terminates at any time before the expiration of the Option Exchange Program then you will no longer be eligible to participate.

Q. Which of my stock options can be exchanged in the offer?

A. Only "eligible options" may be exchanged under the Option Exchange Program. Eligible options are all options issued pursuant to GCI's Amended and Restated 1986 Stock Option Plan between January 1, 1999, and February 15, 2009, excluding any options that vest based on EBITDA performance.

Q. If I participate, how many shares of Restricted Stock will I receive?

A. The number of shares of Restricted Stock that we will offer in exchange for each eligible option will be equal to the lesser of (i) a number of shares of Restricted Stock having a fair value (as described below) equal to 100% of the fair value of the eligible options exchanged for shares of Restricted Stock, or (ii) a number of shares of Restricted Stock equal to 40% of the number of shares issuable pursuant to the eligible options surrendered. The fair value of the eligible options will be the current value of the options as calculated by the Black-Scholes option pricing model, a commonly accepted valuation method which takes into account a number of factors in valuing stock options. Because of the volatility of GCI's stock price, this method of valuation often gives the highest conversion ratios to options with the longest remaining term, rather than options with the lowest strike price as might be generally assumed. Set forth below is an illustration of how the Option Exchange Program will work.

Example of Election:

Option Number	Options	Expiration Date	Strike Price	Exchange Ratio	Restricted Shares	Equivalent Price	Accept (yes or no)
1	1,000	2/28/11	\$ 7.00	30.0%	300	\$ 10.00	
2	500	2/28/15	\$ 12.00	35.6%	178	\$ 18.63	
3	750	2/28/18	\$ 15.00	40.0%	300	\$ 25.00	

In this example, we can see that option 1 is the right to buy 1,000 shares of GCI Class A common stock at \$7.00 per share through February 28, 2011. In this example, a participant may choose to exchange each of those options into 30.0% of a share of Restricted Stock (i.e. to exchange 1,000 options for 300 shares of Restricted Stock) by electing to participate in the Option Exchange Program.

Q. When will my restricted stock vest?

A. All Restricted Stock received in exchange for eligible options will vest as follows: (i) 50% of the shares of Restricted Stock will vest on December 20, 2011, and (ii) the remaining 50% of the shares of Restricted Stock will vest on February 28, 2012. If your employment with GCI or one of its majority-owned subsidiaries terminates prior to a vesting date (if you are an officer or employee of GCI), or if you no longer continue to provide services to GCI prior to the vesting date (if you are a consultant or advisor to GCI), then you will forfeit any shares of Restricted Stock that remain unvested on the

date your position as an officer or employee terminates or on the date that you are deemed to no longer provide services to GCI, as the case may be.

Q. How do I find out how many eligible options I have and the number of shares of Restricted Stock I would be entitled to if I participate in the offer?

A. You will be provided with an Individual Statement of Options upon the commencement of the Option Exchange Program. Your statement will identify each of the eligible options you currently hold and the number of shares of restricted stock you will receive if your options are exchanged.

Q. How should I decide whether or not to exchange my eligible options for shares of Restricted Stock?

A. We plan to hold a series of workshops to help familiarize you with the Option Exchange Program and the things to consider to help you decide whether you want to participate. However, we are not making any recommendation as to whether or not you should participate in the Option Exchange Program. The decision to exchange your stock options is an individual one that should be based on a variety of factors, including your own personal circumstances and preferences. We encourage you to consult your personal tax and financial advisors to help you to determine whether to participate.

We will also set forth on your Individual Statement of Options the "Equivalent Price", which sets forth the per share price of GCI Class A common stock at which the value of your eligible options and the shares of Restricted Stock you would receive if you elect to participate in the offer would be considered mathematically equivalent. For example, the Equivalent Price for option 1 set forth in the chart above is \$10.00. If you choose to participate in the Option Exchange Program, then you would receive 300

shares of Restricted Stock. In this example, the Equivalent Price would be equal to approximately \$10.00, as the net proceeds you would receive after selling the Common Stock acquired through the exercise of the options (\$10,000 less the exercise price of \$7,000, or \$3,000) would be equivalent to the net proceeds you would receive after liquidating your Restricted Stock (300 shares multiplied by the per share price of \$10.00, or \$3,000). As long as the per share price of GCI Common Stock is above the Equivalent Price, then the options would be worth more; while during the time that the per share price of GCI Common Stock is lower than the Equivalent Price, the Restricted Stock would be worth more. While you may find the Equivalent Price to be a helpful indicator based on your expectation of the future performance of GCI's Common Stock, there are a variety of other factors that should be taken into account in choosing whether to participate in the Option Exchange Program, including your personal risk tolerance, the applicable vesting dates of your eligible options and the Restricted Stock, and your personal tax situation.

Q. Where can I find additional information about the Option Exchange Program?

A. Upon commencement of the Option Exchange Program, GCI will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC. Shortly thereafter you will receive an e-mail that includes a link to a website containing written materials explaining the terms of the Option Exchange Program, including the information set forth in the Schedule TO filed with the SEC. You should read the Tender Offer Statement on Schedule TO and other related materials posted to the website, as they will contain important information about the Option Exchange Program. We are also offering presentations with time for a Question and Answer period that all option holders are welcome to attend. Additionally, you can send your questions via e-mail to tenderoffer@gci.com.
