

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Post-Effective Amendment No. 1
to

Form S-4

**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)

4813
(Primary Standard Industrial
Classification Code Number)

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

**2550 Denali Street
Suite 1000
Anchorage, Alaska 99503
(907) 868-5600**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Tina Pidgeon, Esq.
General Counsel
General Communication, Inc.
2550 Denali Street
Suite 1000
Anchorage, Alaska 99503
(907) 868-5600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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

**Richard N. Baer, Esq.
Chief Legal Officer
Liberty Interactive Corporation
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5300**

**Renee L. Wilm, Esq.
Beverly B. Reyes, Esq.
Brittany A. Uthoff, Esq.
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30 Rockefeller Plaza
New York, New York 10112
(212) 408-2500**

**Approximate date of commencement of the proposed sale of the securities to the public:
As soon as practicable upon completion of the applicable transactions described in the enclosed document.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-219619

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a
smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-4 amends the Registration Statement on Form S-4 of General Communication, Inc. (Registration No. 333-219619), as amended prior to the date hereto (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on December 28, 2017.

This Post-Effective Amendment No. 1 is being filed for the sole purpose of (i) replacing Exhibit 99.3: Form of Proxy Card of General Communication, Inc., which was previously filed with the Registration Statement, with a final version of Exhibit 99.3 and (ii) updating Item 21 of Part II of the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the replacement of such exhibit.

Item 21. Exhibits and Financial Statement Schedules

- 2.1 [Agreement and Plan of Reorganization, dated as of April 4, 2017, by and among Liberty Interactive Corporation, Liberty Interactive LLC and General Communication, Inc. \(included as Annex A to the joint proxy statement/prospectus forming a part of this registration statement and incorporated herein by reference\).](#)
- 2.2 [Amendment No. 1 to Reorganization Agreement, dated as of July 19, 2017, by and among Liberty Interactive Corporation, Liberty Interactive LLC and General Communication, Inc. \(included as Annex B to the joint proxy statement/prospectus forming a part of this registration statement and incorporated herein by reference\).](#)
- 2.3 [Amendment No. 2 to Reorganization Agreement, dated as of November 8, 2017, by and among Liberty Interactive Corporation, Liberty Interactive LLC and General Communication, Inc. \(included as Annex C to the joint proxy statement/prospectus forming a part of this registration statement and incorporated herein by reference\).](#)
- 3.1 [Form of Amended and Restated Articles of Incorporation of GCI Liberty, Inc. \(included as Annex E to the joint proxy statement/prospectus forming a part of this registration statement and incorporated herein by reference\).](#)
- 3.2 [Amended and Restated Bylaws of General Communication, Inc., effective as of August 21, 2017 \(filed as Exhibit 3.1 to General Communication, Inc.'s Current Report on Form 8-K \(SEC File No. 000-15279\) filed with the SEC on August 23, 2017 and incorporated herein by reference\).](#)
- 4.1 [Specimen Certificate for shares of Class A-1 Common Stock of the Registrant.**](#)
- 4.2 [Specimen Certificate for shares of Class B-1 Common Stock of the Registrant.**](#)
- 4.3 [Specimen Certificate for shares of Class A Common Stock of the Registrant.**](#)
- 4.4 [Specimen Certificate for shares of Class B Common Stock of the Registrant.**](#)
- 4.5 [Specimen Certificate for shares of Series A Cumulative Redeemable Preferred Stock of the Registrant.**](#)
- 5.1 [Opinion of Stoel Rives LLP as to the legality of the securities being registered.**](#)
- 8.1 [Form of Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding certain tax matters.*/**](#)
- 8.2 [Form of Opinion of Sherman & Howard L.L.C. regarding certain tax matters.*/**](#)
- 10.1 [Voting Agreement, dated as of April 4, 2017, by and among Liberty Interactive Corporation, General Communication, Inc., John C. Malone and Leslie Malone \(included as Annex F to the joint proxy statement/prospectus forming a part of this registration statement and incorporated herein by reference\).](#)
- 10.2 [Voting Agreement, dated as of April 4, 2017, by and among Liberty Interactive Corporation, General Communication, Inc., John W. Stanton and Theresa E. Gillespie \(included as Annex G to the joint proxy statement/prospectus forming a part of this registration statement and incorporated herein by reference\).](#)

- 10.3 [Voting Agreement, dated as of April 4, 2017, by and among Liberty Interactive Corporation, General Communication, Inc., Ronald A. Duncan and Dani Bowman \(included as Annex H to the joint proxy statement/prospectus forming a part of this registration statement and incorporated herein by reference\).](#)
- 10.4 [Form of GCI Liberty, Inc. Transitional Stock Adjustment Plan.**](#)
- 10.5 [Form of GCI Liberty, Inc. 2018 Omnibus Incentive Plan.**](#)
- 10.6 [Form of Indemnification Agreement by and among Liberty Interactive Corporation, Liberty Interactive LLC, GCI Liberty, Inc. and LV Bridge, LLC \(filed as Exhibit 10.2 to Liberty Interactive Corporation's Current Report on Form 8-K \(SEC File No. 001-33982\) filed with the SEC on November 9, 2017 \(the 8-K\) and incorporated herein by reference\).](#)
- 10.7 [Form of Tax Sharing Agreement by and among Liberty Interactive Corporation and GCI Liberty, Inc. \(filed as Exhibit 10.3 to the 8-K and incorporated herein by reference\).](#)
- 10.8 [Forms of Aircraft Time Sharing Agreements.**](#)
- 10.9 [Form of Facilities Sharing Agreement by and among GCI Liberty, Inc., Liberty Media Corporation and Liberty Property Holdings, Inc.**](#)
- 10.10 [Form of Services Agreement by and between Liberty Media Corporation and GCI Liberty, Inc.**](#)
- 12.1 [Computation of Ratio of Combined Fixed Charges and Preference Dividends to Earnings.**](#)
- 21.1 [List of Subsidiaries.**](#)
- 23.1 [Consent of Stoel Rives LLP \(included in Exhibit 5.1\).**](#)
- 23.2 [Consent of Skadden, Arps, Slate, Meagher & Flom \(included in Exhibit 8.1\).**](#)
- 23.3 [Consent of Sherman & Howard L.L.C. \(included in Exhibit 8.2\).**](#)
- 23.4 [Consent of Grant Thornton LLP \(with respect to financial statements of General Communication, Inc.\).**](#)
- 23.5 [Consent of KPMG LLP \(with respect to financial statements of Liberty Interactive Corporation\).**](#)
- 23.6 [Consent of KPMG LLP \(with respect to financial statements of Liberty Broadband Corporation\).**](#)
- 23.7 [Consent of KPMG LLP \(with respect to the combined balance sheets of Liberty Interactive Corporation's and Liberty Interactive LLC's entire equity interests in Liberty Broadband Corporation, Charter Communications, Inc., FTD Companies, Inc. and LendingTree, Inc., together with the Evite, Inc. operating business and certain other assets and liabilities\).**](#)
- 23.8 [Consent of Deloitte & Touche LLP \(with respect to financial statements of FTD Companies, Inc.\).**](#)
- 24.1 [Power of Attorney.**](#)
- 99.1 [Consent of Lazard Frères & Co. LLC.**](#)
- 99.2 [Executive and Director Compensation, extracted from the 2017 annual proxy statements on Schedule 14A of each of Liberty Media Corporation and Liberty Interactive Corporation, filed with the SEC on April 20, 2017.**](#)
- 99.3 [Proxy Card of General Communication, Inc.](#)
- 99.4 [Proxy Card of Liberty Interactive Corporation \(included in the definitive proxy statement of Liberty Interactive Corporation on Schedule 14A filed with the SEC on December 28, 2017 and incorporated herein by reference\).](#)

* An executed opinion will be delivered in connection with the completion of the Transactions and will be filed as an exhibit to a post-effective amendment to this Registration Statement.

** Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Anchorage, Alaska, on December 29, 2017.

General Communication, Inc.

By: /s/ Peter J. Pounds
 Name: Peter J. Pounds
 Title: Senior Vice President, Chief Financial Officer and Secretary

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
* Stephen M. Brett	Chairman of the Board and Director	
* Ronald A. Duncan	Chief Executive Officer and Director (Principal Executive Officer)	
* Bridget L. Baker	Director	
* Jerry A. Edgerton	Director	
* Scott M. Fisher	Director	
* William P. Glasgow	Director	
* Mark W. Kroloff	Director	
* Stephen R. Mooney	Director	
* James M. Schneider	Director	
* Eric L. Zinterhofer	Director	
<u>/s/ Peter J. Pounds</u> Peter J. Pounds	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	December 29, 2017
* Lynda L. Tarbath	Vice President and Chief Accounting Officer (Principal Accounting Officer)	
By: <u>/s/ Peter J. Pounds</u> Peter J. Pounds <i>Attorney-in-fact</i>		December 29, 2017

GENERAL COMMUNICATION, INC.
2550 DENALI STREET
SUITE 1000
ANCHORAGE, AK 99503

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day prior to the Special Meeting. Have your Proxy Card available when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

To reduce the costs incurred by the company in mailing proxy materials, you can consent to receiving all future proxy materials and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day prior to the Special Meeting. Have your Proxy Card available when you call, and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your Proxy Card, and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS

E33708-963137

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

GENERAL COMMUNICATION, INC.

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
(1) Reorganization Agreement Proposal – To approve the adoption of the Agreement and Plan of Reorganization, dated as of April 4, 2017 (as may be amended from time to time, the reorganization agreement) among General Communication, Inc. (GCI), Liberty Interactive Corporation (Liberty Interactive) and Liberty Interactive LLC, a direct wholly-owned subsidiary of Liberty Interactive (Liberty LLC) and the transactions contemplated thereby.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) Restated GCI Liberty Articles Proposal – To approve the adoption of the restated articles of incorporation of GCI to, among other things, change the name of GCI to "GCI Liberty, Inc." (GCI Liberty), effect the reclassification of GCI's capital stock and provide for the terms of the auto conversion (as such terms are defined in the accompanying joint proxy statement/prospectus).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) Share Issuance Proposal – To approve the issuance of shares of GCI Liberty Class A common stock, no par value, and shares of GCI Liberty Class B common stock, no par value, to Liberty LLC in connection with the contribution (as such term is defined in the accompanying joint proxy statement/prospectus), which will be equal to the number of shares of Series A Liberty Ventures common stock and Series B Liberty Ventures common stock, respectively, outstanding on the date of the contribution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) GCI Compensation Proposal – To approve, by advisory (nonbinding) vote, the compensation that may be paid or become payable to the named executive officers of GCI in connection with the transactions contemplated by the reorganization agreement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(5) GCI Adjournment Proposal – To authorize the adjournment of the special meeting by GCI to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the GCI special meeting to approve the other proposals to be presented at the special meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In the event the undersigned shall choose to mark this Proxy Card as abstaining from a vote on a proposal set forth above, this Proxy Card will, nevertheless, be used for purposes of establishing a quorum at the Special Meeting.

In the event the Proxy Card shall have conflicting indications of more than one selection on a vote on a nominee or otherwise on a proposal to be addressed at the Special Meeting, the Proxy Card will not be voted on that matter but will be used for purposes of establishing a quorum at the meeting. Voting by proxy is subject to other conditions as set forth in the joint proxy statement/prospectus, as described in "The GCI Special Meeting."

The undersigned hereby ratifies and confirms all that the proxy holder or the holder's substitute lawfully does or causes to be done by virtue of this proxy and hereby revokes any and all proxies given prior to this proxy by the undersigned to vote at the Special Meeting or any adjournments of the meeting. The undersigned acknowledges receipt of the Notice of Special Meeting and the Joint Proxy Statement/Prospectus accompanying that notice. If transmitting voting instructions electronically, the undersigned acknowledges and hereby declares that the undersigned has authorized that transmission as reflected through the undersigned's following the instructions above stated to cause those instructions to be submitted to the proxy holder through the undersigned's agent, the company's transfer agent or other authorized person.

If voting this proxy in paper format, please date this Proxy Card, sign it below as your name appears printed elsewhere on this Proxy Card, and return it in the enclosed envelope which requires no postage. Joint owners should each sign personally. When signing as attorney, executor, trustee, guardian, administrator, or officer of a corporation or other entity, please give that title. If transmitting voting instructions electronically, please follow instructions as set forth above.

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

Shareholders are urged to date, mark, sign and return this Proxy Card in the envelope provided, which requires no postage if mailed within the United States.

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:
The Notice of Special Meeting and Joint Proxy Statement/Prospectus are available at www.proxyvote.com.

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PROXY CARD

PROXY CARD

GENERAL COMMUNICATION, INC.
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS
FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON
FEBRUARY 2, 2018

The undersigned, having received the Notice of Special Meeting and Joint Proxy Statement/Prospectus dated December 26, 2017 and holding Class A common stock or Class B common stock of General Communication, Inc. ("Company") of record determined as of December 4, 2017 ("Record Date"), hereby appoints Ronald A. Duncan and Peter J. Pounds (each with the power to act alone and with the power of substitution and revocation), on behalf of the board of directors of the Company, the proxy of the undersigned, with full power of substitution, to attend that meeting, to be held at the Company's Corporate Offices at 2550 Denali St., Suite 1600 in Anchorage, Alaska 99503, at 8:00 a.m., local time on February 2, 2018 and any adjournment or adjournments of that meeting ("Special Meeting"). The undersigned further directs those holders of this proxy to vote at that Special Meeting, as specified in this Proxy Card, all of the shares of stock of the undersigned in the Company, which the undersigned would be entitled to vote if personally present on the items listed on the reverse side (each item is described in the joint proxy statement/prospectus through which the board solicits the undersigned's proxy) as indicated on the reverse side.

The board recommends a vote FOR proposals (1)-(5). This Proxy Card, when properly executed, will be voted as directed. In the event no clear direction shall be made, the proxy will be voted FOR proposals (1)-(5). If any other business shall be properly presented at the Special Meeting, this Proxy Card will be voted in accordance with the best judgment and discretion of the proxy holder.