

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13d-101)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

General Communication, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

369385 10 9

(CUSIP Number)

Jeffery C. Garvey
A V Partners, L.P.
114 W. 7th Street, Suite 1300
Austin, Texas 78701
(512) 479-0055

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 1, 1997

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box / /.

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 369385 10 9

PAGE 2 OF 4 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Austin Ventures, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES

-0-

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

18,033,287

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

494,905

PERSON

10 SHARED DISPOSITIVE POWER

WITH

84,063

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,033,287

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 38.12%

14 TYPE OF REPORTING PERSON*

PN

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER

(a) Due to the New Voting Agreement and pursuant to Rule 13d-5, each of the parties to the New Voting Agreement may be deemed to be members of a "group," and thereby may be deemed to beneficially own all of the shares owned by all other parties to the New Voting Agreement. The parties to the New Voting Agreement beneficially own directly 17,949,224 shares, or 37.95% of the outstanding Stock, 2,030,591 shares of which are available upon the conversion of the same number of shares of Class B common stock of the Company held by parties to the New Voting Agreement. The "group" consists of AVLP, Prime Growth, Prime Holdings, PCLP, BancBoston Capital, Inc., First Chicago Investment Corporation, Madison Dearborn Partners V, Prime Venture II, L.P., William Blair Venture Partners III Limited Partnership ("WBVP"), Centennial Fund III, L.P., PIIM, Ronald A. Duncan, Robert M. Walp, and MCI. TCI GCI, Inc. ("TCI GCI"), an original party to the New Voting Agreement, has sold all shares of stock beneficially owned by it and is, therefore, no longer a party to the New Voting Agreement.

AVLP expressly declares that the filing of this statement shall not

be construed as an admission that AVLP is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement. After giving effect to such disclaimer, AVLP beneficially owns directly 494,905 shares, or 1.1%, of the outstanding Stock. AVLP also beneficially owns indirectly 84,063 shares held by the General Partners or their affiliates. AVLP holds no shares of the Class B common stock of the Company.

- (b) See Items 7-10 on the cover page.
- (c) On June 2, 1997, AVLP distributed 129,943 shares of Stock to its partners, including 27,028 shares distributed to AV Partners. All of the shares distributed to AV Partners were immediately distributed to its partners, including 24,698 shares distributed to the General Partners. On August 1, 1997 and August 12, 1997, members of the group other than AVLP sold an aggregate of 4,014,536 shares of Stock in an underwritten public offering. In addition, WBVP sold an aggregate of 562,000 shares of Stock in several open market transactions since June 1, 1997.
- (d) No other person has the right or the power to direct the receipt of dividends or the proceeds from the sale of the securities reported herein.
- (e) Not applicable.

CUSIP NO. 369385 10 9

13D

PAGE 4 OF 4

SIGNATURE

After reasonable 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.

Austin Ventures, L.P.

By: AV Partners, L.P.,
Its: General Partner

Dated: September 19, 1997

By: JEFFERY C. GARVEY

Jeffery C. Garvey,
General Partner

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).