

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 7, 2016

GENERAL COMMUNICATION, INC.

(Exact name of registrant as specified in its charter)

State of Alaska

(State or other Jurisdiction of
Incorporation or organization)

0-15279

Commission File Number

92-0072737

(I.R.S Employer
Identification No.)

**2550 Denali Street
Suite 1000**

Anchorage, Alaska

(Address of principal executive offices)

99503

(Zip Code)

Registrant's telephone number, including area code: (907) 868-5600

NONE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 1.01. Entry into a Material Definitive Agreement

On September 7, 2016, General Communication, Inc. (the "Company") and Searchlight ALX, LTD ("Searchlight") amended the Amended and Restated Securityholder Agreement (the "Agreement") between the parties, dated as of July 13, 2015, increasing the common shares Searchlight is permitted to acquire under the standstill provisions of the Agreement from two million shares to two million five hundred thousand shares. All other terms and conditions of the Agreement will remain in full force and effect.

The foregoing description of the amendment to the Agreement is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 4.5 | Amendment to the Amended and Restated Securityholder Agreement, between the Company and Searchlight dated September 7, 2016. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL COMMUNICATION, INC.

(Registrant)

Date: September 7, 2016

By /s/ Peter Pounds

Name: Peter Pounds

Title: Senior Vice President,
Chief Financial Officer
and Secretary

(Principal Financial Officer)

**AMENDMENT TO THE AMENDED AND RESTATED
SECURITYHOLDER AGREEMENT**

This Amendment to the Amended and Restated Securityholder Agreement (this "**Amendment**"), dated as of September 7, 2016 is entered into by and between General Communication, Inc., an Alaska corporation (the "**Company**") and Searchlight ALX, Ltd., an exempted company under the laws of the Cayman Islands (the "**Investor**").

RECITALS

WHEREAS, on July 13, 2015, the Company and the Investor entered into that Amended and Restated Securityholder Agreement (the "**Agreement**") setting forth the party's rights and obligation in connection with the Investor's acquisition of certain securities, as set forth in the Agreement.

WHEREAS, each of the Investor and the Company deems it in its respective best interests to amend the Agreement in accordance with the terms set forth in this Amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Section 5.1(d) of the Agreement is hereby deleted in its entirety and replaced as follows:

(d) acquire (or propose or agree to acquire), of record or beneficially, by purchase or otherwise, any equity securities of the Company or any of its subsidiaries, or rights or options to acquire interests in any of the Company's equity securities, except that subject to applicable securities laws limitations (including Company imposed blackout periods),

(i) Investor may acquire shares of Capital Stock, *provided* that the aggregate number of shares of Capital Stock held of record or beneficially by Investor (other than shares acquired pursuant to clauses (ii) and (iii) below) does not exceed two million five hundred thousand (2,500,000) (subject to appropriate adjustments to reflect any Reorganization Event);

(ii) Investor may acquire shares of Common Stock issuable upon exercise of the SARs); and

(iii) Investor Nominee may acquire shares of Capital Stock issued pursuant to the Company's Director Compensation Plan; or

2. Except as expressly provided in this Amendment, all of the terms and conditions of the Agreement remain in full force and effect.

3. This amendment may be executed in any number of counterparts, each of which shall be deemed an original, but which together shall constitute one instrument.

[Remainder of the page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

GENERAL COMMUNICATION, INC.

By: /s/ Peter Pounds
Name: Peter Pounds
Title: Senior VP and Chief Financial Officer

SEARCHLIGHT ALX, LTD.

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person