

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): February 20, 2018

GCI LIBERTY, INC.

(Exact name of registrant as specified in its charter)

State of Alaska

(State or other Jurisdiction of
Incorporation or organization)

001-38385

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

General Communication, Inc.

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 3.03 Material Modification of Rights of Security Holders

Item 8.01. Other Events.

On February 20, 2018, GCI Liberty, Inc. (formerly known as General Communication, Inc.), an Alaska corporation (the "Company"), received notice from the Commissioner of the Department of Commerce, Community and Economic Development of the State of Alaska that its amended and restated articles of incorporation (the "restated articles"), which were filed on February 2, 2018, were accepted for filing. The restated articles were filed in connection with the transactions contemplated by the Agreement and Plan of Reorganization, dated as of April 4, 2017, as amended, by and among Liberty Interactive Corporation, a Delaware corporation ("Liberty"), Liberty Interactive LLC, a Delaware limited liability company and a direct, wholly owned subsidiary of Liberty, and the Company. As a result, the name of the Company was changed from "General Communication, Inc." to "GCI Liberty, Inc." (the "name change") and the Company's issued and outstanding shares of Class A common stock, no par value, and Class B common stock, no par value, were reclassified into shares of Class A-1 common stock, no par value (the "GCI Liberty Class A-1 Common Stock"), and Class B-1 common stock, no par value (the "GCI Liberty Class B-1 Common Stock"), respectively (the "reclassification"). The Company expects that the GCI Liberty Class A-1 Common Stock will begin trading on February 22, 2018 on the Nasdaq Global Select Market under the symbol "GNCMA", and the GCI Liberty Class B-1 Common Stock will begin quotation on The OTC Markets on February 22, 2018 under the symbol "GNCMB".

The restated articles set forth the terms and the rights of holders of the GCI Liberty Class A-1 Common Stock and the GCI Liberty Class B-1 Common Stock. The sections of Amendment No. 3 to the Company's Registration Statement on Form S-4, filed with the Securities and Exchange Commission on December 27, 2017 (File No. 333-219619), entitled "Description of Reclassified GCI Liberty Common Stock and GCI Liberty Capital Stock" and "Comparison of Shareholders' Rights", which describe certain provisions of the restated articles, are incorporated herein by reference. These descriptions are qualified in their entirety by reference to the full text of the restated articles, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

The Company and Liberty continue to expect that the closing of the proposed transactions will occur in the first quarter of 2018.

In connection with the acceptance of the restated articles, and the completion of the name change and reclassification, the Company and Liberty issued a joint press release on February 21, 2018, which is filed as Exhibit 99.1 to this Current Report on Form 8-K in compliance with Rule 425 of the Securities Act of 1933, as amended, and incorporated by reference herein.

Forward-looking Statements

This Current Report on Form 8-K includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the completion of the proposed transactions between Liberty and the Company and the trading and quotation of the Company's common stock. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, the satisfaction of conditions to the proposed transactions. These forward-looking statements speak only as of the date of this Current Report on Form 8-K, and the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of the Company, including its most recent Forms 10-K and 10-Q, for additional information about the Company and about the risks and uncertainties related to the Company's business which may affect the statements made in this Current Report on Form 8-K.

Additional Information

Nothing in this Current Report on Form 8-K shall constitute a solicitation to buy or an offer to sell shares of the Company or any of Liberty's tracking stocks. The offer and issuance of shares in the proposed transactions will only be made pursuant to the Company's effective registration statement. Liberty stockholders, the Company's shareholders and other investors are urged to read the registration statement and the joint proxy statement/prospectus regarding the proposed transactions and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain important information about the

proposed transactions. Copies of these SEC filings are available free of charge at the SEC's website (<http://www.sec.gov>). Copies of the filings together with the materials incorporated by reference therein are also available, without charge, by directing a request to Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Attention: Investor Relations, Telephone: (720) 875-5420. GCI Liberty investors can access additional information at ir.gci.com.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	<u>Form of Amended and Restated Articles of Incorporation of GCI Liberty, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to General Communication, Inc.'s Registration Statement on Form S-4, filed with the Securities and Exchange Commission on December 27, 2017 (File No. 333-219619)).</u>
99.1	<u>Joint Press Release, dated February 21, 2018.</u>

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.

GCI LIBERTY, INC.

(Registrant)

Date: February 21, 2018

By /s/ Peter Pounds

Name: Peter Pounds

Title: Senior Vice President,
Chief Financial Officer
and Secretary

(Principal Financial Officer)

February 21, 2018

GCI Liberty Receives Notice of Acceptance of Amended and Restated Articles of Incorporation

ENGLEWOOD, Colo. & ANCHORAGE, Alaska-(BUSINESS WIRE)-Liberty Interactive Corporation (“LIC”) (Nasdaq: QVCA, QVCB, LVNTA, LVNTB) and GCI Liberty, Inc. (“GCI Liberty”) (Nasdaq: GNCMA) today announced that on February 20, 2018 GCI Liberty received notice from the Commissioner of the Department of Commerce, Community and Economic Development of the State of Alaska that its amended and restated articles of incorporation were accepted for filing.

As a result, among other things, the name of the company changed from “General Communication, Inc.” to “GCI Liberty, Inc.”, and the reclassification of each share of GCI Liberty’s former Class A common stock and Class B common stock into one share of its Class A-1 common stock and Class B-1 common stock, respectively, became effective, each as more fully described in the joint proxy statement/prospectus relating to the the proposed transactions between GCI Liberty and LIC.

GCI Liberty expects that the Class A-1 Common Stock will begin trading on February 22, 2018 on the Nasdaq Global Select Market under the symbol “GNCMA”, and the Class B-1 Common Stock will begin quotation on The OTC Markets on February 22, 2018 under the symbol “GNCMB”.

GCI Liberty and LIC continue to expect that the closing of the proposed transactions will occur in the first quarter of 2018.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the completion of the proposed transactions between LIC and GCI Liberty and the trading and quotation of GCI Liberty’s common stock. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, the satisfaction of conditions to the proposed transactions. These forward-looking statements speak only as of the date of this press release, and each of LIC and GCI Liberty expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in LIC’s or GCI Liberty’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of LIC and GCI Liberty, including their most recent Forms 10-K and 10-Q, for additional information about LIC, GCI Liberty and about the risks and uncertainties related to LIC’s and GCI Liberty’s respective businesses which may affect the statements made in this press release.

Additional Information

Nothing in this press release shall constitute a solicitation to buy or an offer to sell shares of GCI Liberty or any of LIC’s tracking stocks. The offer and issuance of shares in the proposed transactions will only be made pursuant to GCI Liberty’s effective registration statement. LIC stockholders, GCI

Liberty shareholders and other investors are urged to read the registration statement and the joint proxy statement/prospectus regarding the proposed transactions and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain important information about the proposed transactions. Copies of these SEC filings are available free of charge at the SEC's website (<http://www.sec.gov>). Copies of the filings together with the materials incorporated by reference therein are also available, without charge, by directing a request to Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Attention: Investor Relations, Telephone: (720) 875-5420. GCI Liberty investors can access additional information at ir.gci.com.

About Liberty Interactive Corporation

Liberty Interactive Corporation operates and owns interests in a broad range of digital commerce businesses. Those businesses are currently attributed to two tracking stock groups: the QVC Group and the Liberty Ventures Group. The businesses and assets attributed to the QVC Group (Nasdaq: QVCA, QVCB) consist of Liberty Interactive Corporation's subsidiaries, QVC, Inc., HSN, Inc. and zulily, llc, and the businesses and assets attributed to the Liberty Ventures Group (Nasdaq: LVNTA, LVNTB) consist of all of Liberty Interactive Corporation's businesses and assets other than those attributed to the QVC Group, including its subsidiary Evite and interests in Liberty Broadband Corporation, FTD, Lending Tree, ILG and Charter Communications.

About GCI Liberty, Inc.

GCI Liberty is the largest communications provider in Alaska, providing data, wireless, video, voice and managed services to consumer and business customers throughout Alaska and nationwide. Headquartered in Alaska, GCI Liberty has delivered services for nearly 40 years to some of the most remote communities and in some of the most challenging conditions in North America. Learn more about GCI Liberty at www.gci.com.

Contacts

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or

GCI Liberty, Inc.

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Source: Liberty Interactive Corporation