

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8 POS
 AMENDMENT NO. 2
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENERAL COMMUNICATION, INC.
 (Exact name of issuer as specified in its Charter)

ALASKA
 (State or other jurisdiction of
 incorporation or organization)

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

2550 Denali Street, Suite 1000, Anchorage, Alaska 99503-2781
 (Address of Principal Executive Offices) (zip code)

GENERAL COMMUNICATION, INC.
 REVISED 1986 STOCK OPTION PLAN
 (Full title of the plan)

John M. Lowber
 General Communication, Inc.
 2550 Denali Street, Suite 1000, Anchorage,
 Alaska 99503-2781
 (Name and address of agent for service)
 (907) 265-5600
 (Telephone number, including area code, of agent for service)

Copy to: J. J. Brecht
 Wohlforth, Argetsinger, Johnson & Brecht, A Professional Corporation
 900 West 5th Avenue, Suite 600, Anchorage, Alaska 99501
 (907) 276-6401

<TABLE>

CALCULATION OF REGISTRATION FEE

<CAPTION>

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
General Communication, Inc. Class A Common Stock	2,500,000	\$19,062,500	\$19,062,500	\$5,623.44

<FN>

1 Estimated solely for the purpose of calculating the amount of the registration fee, based upon the average of the high and low prices of \$7.75 per share and \$7.50 per share, respectively, for the Class A common stock, i.e., an average of \$7.625 per share, which will be the subject of the options under the Plan, as quoted on the Nasdaq Stock Market on February 17, 1998.

</FN>

</TABLE>

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The contents of the initial Registration Statement pertaining to the General Communication, Inc. Revised 1986 Stock Option Plan filed with the Securities and Exchange Commission on Form S-8 on April 5, 1993 (Registration No. 33-60222) and the post-effective amendment no. 1 filed with the Commission on Form S-8 POS on August 24, 1995, and the Company's 1996 Annual report on Form 10-K, as amended, are incorporated by reference into this Amendment No. 2 to that Registration Statement. Required opinions, consents, and signatures are included in this amendment.

Item 2. Registrant Information and Employee Plan Annual Information

See Item 1.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

See Item 1.

Item 4. Description of Securities

See Item 1.

Item 5. Interests of Named Experts and Counsel

See Item 1.

Item 6. Indemnification of Directors and Officers

See Item 1.

Item 7. Exemption from Registration Claimed

See Item 1.

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Item 8. Exhibits

See Exhibit Index and exhibits at the end of this Amendment No. 2 to the Registration Statement.

Item 9. Undertakings

The Company hereby undertakes each and every one of the following:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (adopted pursuant to the Securities Act of 1933, as amended) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the registration statement is on Form S-3, Form S-8, or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;
- (2) To agree that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona

fide offering thereof;

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- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;
- (4) To agree that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act) incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (5) To disclose, in so far as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in that act and is, therefore, unenforceable; and in the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer, or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, to submit, unless in the opinion of its counsel the matter has been settled by controlling precedent, to a court of appropriate jurisdiction the question whether such indemnification by the Company is against public policy as expressed in that act and to be governed by the final adjudication of that issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Municipality of Anchorage, State of Alaska, on February 17th, 1998.

GENERAL COMMUNICATION, INC.
(Registrant)

By: /s/
Ronald A. Duncan
President and Chief
Executive Officer
(Principal Executive Officer)

By: /s/
John M. Lowber
Chief Financial Officer
(Principal Financial Officer)

By: /s/
Alfred J. Walker
Vice President & Chief
Accounting Officer
(Principal Accounting Officer)

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

/s/
Ronald A. Duncan

1/30/98
Date

President, Chief Executive Officer and Director
(Principal Executive Officer)

/s/
Carter F. Page
Chairman of the Board
and Director
1/30/98
Date

/s/
Robert M. Walp
Vice Chairman of the Board
and Director
1/30/98
Date

Donne F. Fisher, Director
Date

/s/
Jeffery C. Garvey, Director
1/30/98
Date

/s/
John W. Gerdelman, Director
1/30/98
Date

/s/
William P. Glasgow, Director
1/30/98
Date

/s/
Donald Lynch, Director
1/30/98
Date

/s/
Larry E. Romrell, Director
1/30/98
Date

/s/
James M. Schneider, Director
1/27/98
Date

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the locations and on the dates indicated, effective for the Plan as of February 20, 1998.

GENERAL COMMUNICATION, INC. REVISED 1986 STOCK OPTION PLAN

By: Stock Option Plan Committee

/s/
Jeffery C. Garvey
1/30/98
Date, Location

/s/
John W. Gerdelman
1/30/98, Washington, D.C.
Date, Location

/s/
William P. Glasgow
1/30/98
Date, Location

/s/
Donald Lynch
1/30/98
Date, Location

/s/
Larry E. Romrell
1/30/98
Date, Location

/s/
Robert M. Walp
1/30/98
Date, Location

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

EXHIBITS TO

FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
FOR THE GENERAL COMMUNICATION, INC.
REVISED 1986 STOCK OPTION PLAN

Exhibit No.	Description
4	Instruments defining rights of security holders, including indentures 4.1 Restated Articles of Incorporation of General Communication, Inc.
4.2 (1)	Bylaws of General Communication, Inc.
4.3.2	Separate resolutions of Board of Directors of the Company and of Shareholders of the Company dated December 17, 1986 from meetings at which the board established and the shareholders approved the establishment of the 1986 Stock Option Plan
4.3.2	Copy of the General Communication, Inc. Revised 1986 Stock Option Plan revised as of January 9, 1998
4.3.3 (2)	Resolution of Shareholders of the Company adopted at their September 15, 1988 meeting approving an increase in the number of shares allocated to the Plan by 250,000 shares of Class A common stock
4.3.4 (2)	Resolution of Shareholders of the Company adopted at their November 12, 1991 meeting approving certain amendments to the Plan including increasing the number of shares allocated to the Plan by 1,500,000 shares of Class A common stock
4.3.5 (2)	Resolution of Board of Directors of the Company adopted at its meeting on December 5-6, 1991 approving certain amendments to the Plan including changing the option price per share to less than, equal to, or greater than the market value, extending the option exercise period from five to ten years, and making other changes to the Plan
4.3.6 (2)	Resolution of Board of Directors of the Company at its June 4, 1992 meeting to make certain changes to cause the Plan to comply with Rule 16b-3
4.3.7 (3)	Resolution of Board of Directors of the Company adopted at its meeting on February 9, 1995 approving certain amendments to the Plan including increasing the number of shares allocated to the Plan by 850,000 shares of Class A common stock

- 4.3.8 (3) Resolution of Shareholders of the Company adopted at their June 20, 1995 meeting approving certain amendments to the Plan recommended by the Board of Directors including increasing the number of shares allocated to the Plan by 850,000 shares of Class A common stock
- 4.3.9 Resolution of the Board of Directors of the Company adopted at its meeting on February 6, 1997, approving an amendment to the Plan increasing the number of shares allocated to the Plan by 2,500,000 shares of Class A common stock
- 4.3.10 Resolution of Shareholders of the Company adopted at their November 25, 1997, meeting approving an amendment to the Plan recommended by the Board of Directors increasing the number of shares allocated to the Plan by 2,500,000 shares of Class A common stock
- 5 Opinion re legality
- 5.1 (2) Legal Opinion on Legality of Options and Shares dated March 30, 1993
- 5.2 (3) Legal Opinion on Legality of Options and Shares dated August 23, 1995
- 5.3 Legal opinion on Legality of Options and Shares dated February 20, 1998
- 15 None
- 23 Consents
- 23.1 Consent of Wohlforth, Argetsinger, Johnson & Brecht, A Professional Corporation
- 23.2 Consent of Harris, Orr, Wakayama & Mason, A Professional Limited Liability Company
- 23.3 Consent of KPMG Peat Marwick LLP
- 99 None

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- 1/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 1992.
- 2/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's Registration for the Plan (Registration No. 33-60222) filed April 5, 1993.

- 3/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's post-effective amendment no. 1 to the Company's Registration for the Plan (Registration No. 33-60222) filed August 24, 1995.

SHAREHOLDER RESOLUTION

RESOLVED, that the amendment to the Revised 1986 Stock Option Plan ("Stock Option Plan") of General Communication, Inc. ("Company"), adopted by the board of directors of the Company at its February 6, 1997 meeting, is hereby approved and otherwise ratified by the shareholders of the Company where such amendment is to increase the number of shares authorized and allocated to the Stock Option Plan by 2.5 million shares of Class A common stock, i.e., to increase the number of such shares from 3.2 million to 5.7 million shares of Class A common stock.

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WOHLFORTH, ARGETSINGER, JOHNSON & BRECHT
A PROFESSIONAL CORPORATION

JULIUS J. BRECHT
CHERYL RAWLS BR
CYNTHIA L. CARTLEDGE
BARBARA J. DREYER
ROBERT M. JOHNSON
BRADLEY E. MEYEN
KENNETH E. VASSAR
ERIC E. WOHLFORTH

ATTORNEYS AT LAW
900 WEST 5TH AVENUE, SUITE 600
ANCHORAGE, ALASKA 99501-2048

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(907) 276-5093
E-MAIL
wajb@alaska.net

OF COUNSEL
PETER ARGETSINGER

February 20, 1998

Ronald A. Duncan, President
General Communication, Inc.
2550 Denali Street, Suite 1000
Anchorage, Alaska 99503

Re: Opinion As To Legality of Shares To Be Issued Pursuant To
General Communication, Inc. Revised 1986 Stock Option Plan as
Revised on January 9, 1998; Our File No. 618.0729

Dear Mr. Duncan:

You have requested an opinion from this firm on behalf of General Communication, Inc. ("Company"), in connection with 2,500,000 shares of Class A common stock of the Company ("Shares") to be issued in conjunction with the Company's Revised 1986 Stock Option Plan ("Plan"), the allocation of which Shares was approved by the shareholders of the Company at its annual meeting held on November 25, 1997.

It is this firm's understanding that the facts surrounding these proposed transactions are represented by the Company as follows ("Facts"):

1. The Plan was adopted by the board of directors of the Company ("Board") by resolution at its December 17, 1986 meeting called and conducted in accordance with the Restated Articles of Incorporation and Bylaws of the Company ("Articles" and "Bylaws", respectively), and the Plan was approved by the Company's then sole shareholder, Western Tele-Communications, Inc. (which corporation's present name is WestMarc Communications, Inc.), by resolution at the Company's shareholder meeting held on December 17, 1986;
2. The Articles provide that the Company has the power to issue and sell any stock and further expressly provides for the issuance of Class A common stock;

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3. The Plan initially provided for the granting of options to eligible employees to purchase up to 600,000 shares of Class A common stock of the Company. Subsequently, the shareholders of the Company at their September 15, 1988, November 12, 1991, June 20, 1995, and November 25, 1997 annual meetings authorized amendments to the Plan by approving allocations to the Plan of an additional 250,000 shares, 1,500,000 shares, 850,000 shares, and 2,500,000 shares of Class A common stock of the Company, respectively. As of the date of this letter, there were shares available for issuance by the Company under

the Plan and pursuant to the Articles. At the November 12 meeting, the shareholders also approved an extension of the period during which an option may be exercised under the Plan from five years to ten years as measured from the date of granting of the option; and at the June 20 meeting, the shareholders also approved the removal of any provision of the Plan for termination of granting of options under it after December 20, 1996 or otherwise for its mandatory termination after ten years;

4. The Articles and Bylaws in effect as of the date of this letter were materially the same as those in effect as of November 25, 1986 with respect to the power to grant options in and issue Class A common stock; except that the shareholders at the November 25, 1997 meeting approved an increase in the authorized Class A common stock of the Company from 50 million to 100 million shares thus providing sufficient shares for the allocation of the shares to the Plan approved at that meeting;
5. The Company was incorporated as an Alaska corporation and received a Certificate of Incorporation dated July 16, 1979 from the Alaska Department of Commerce and Economic Development; and
6. The Company is in good standing with respect to the reporting and corporation tax requirements of the Alaska Corporations Code to which it is subject, and the Company is otherwise validly existing as an Alaska corporation pursuant to the laws of the State of Alaska with all requisite powers to own property and to conduct its business in the manner contemplated by the Articles and Bylaws.

Copies of the restated Articles (dated August 4, 1993) and the sole amendment to them (dated December 9, 1997), current revised Bylaws (dated March 24, 1993) and current Restated Certificate of Amended and Restated Articles (dated December 12, 1997), the above referenced resolutions, and the Plan as amended have been delivered to this firm. We have reviewed these

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documents. The Articles provide that the Company is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Alaska Corporations Code. Based upon the foregoing Facts, we are of the opinion as follows. Assuming due compliance with applicable federal and state securities laws, (1) the Shares will, when issued through the respective options under the Plan, represent newly created and legally issued, fully paid, and non-assessable shares of Class A common stock in the Company, and (2) each holder of a Share will be entitled to the benefits of a stockholder pro rata based upon ownership of outstanding shares of Class A common stock of the Company.

This letter must not be quoted or referred to in the Company's financial statements or provided to persons other than the officers and directors of the Company without prior consultation with us or our prior written consent. The firm is aware of the Company's intent to and consents to use of this letter as an exhibit in a Form S-8 registration with the Securities and Exchange Commission pertaining to the Shares to be allocated to the Plan.

Sincerely,

WOHLFORTH, ARGETSINGER,
JOHNSON & BRECHT

/s/

Julius J. Brecht

JJB/neb

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
General Communication, Inc.:

We consent to incorporation by reference herein of our report dated February 21, 1997 relating to the consolidated financial statements of General Communication, Inc. and subsidiaries as of December 31, 1996 and 1995 and for each of the years in the three-year period ended December 31, 1996, which report appears in the 1996 annual report on Form 10K/A of General Communication, Inc.

KPMG PEAT MARWICK LLP

/s/

Anchorage, Alaska

February 18, 1998

CONSENT OF INDEPENDENT AUDITORS

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General Communication, Inc.:

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KPMG PEAT MARWICK LLP

/s/

Anchorage, Alaska

February 18, 1998

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General Communication, Inc.:

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KPMG PEAT MARWICK LLP

/s/

Anchorage, Alaska

February 18, 1998