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

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FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**Alaska Communications Systems Group, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

52-2126573  
(I.R.S. Employer Identification No.)

600 Telephone Avenue  
Anchorage, Alaska  
(Address of Principal Executive Offices)

99503-6091  
(Zip Code)

Alaska Communications Systems Group, Inc. Amended and Restated 2012 Employee Stock Purchase Plan  
(Full title of the plan)

Leonard A. Steinberg  
General Counsel and Corporate Secretary  
Alaska Communications Systems Group, Inc.  
600 Telephone Avenue  
Anchorage, Alaska 99503-6091  
(Name and address of agent for service)

(907) 297-3000  
(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an 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.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
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.

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## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee
Common Stock, par value \$.01 per share	600,000 shares	\$2.49	\$1,494,000	\$193.92

<sup>(1)</sup> The shares to be registered hereunder include 600,000 additional shares of Common Stock, par value \$.01 per share (the "Common Stock") of Alaska Communications Systems Group, Inc. (the "Company"), reserved for issuance pursuant to the Company's Amended and Restated 2012 Employee Stock Purchase Plan (the "Amended 2012 ESPP"). In accordance with Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 ("Registration Statement") shall also cover any additional shares of Common Stock which become issuable under the Amended 2012 ESPP by reason of any stock dividend, stock split, or similar transaction.

<sup>(2)</sup> Pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is based on the average of the high and low sale price of the Common Stock of the Company on the Nasdaq Global Select Market on July 20, 2020, which date is within five business days prior to filing this Registration Statement.

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## EXPLANATORY NOTE

On March 25, 2020, the Company's Board of Directors adopted, subject to shareholder approval, the Amended 2012 ESPP. On June 16, 2020, the Company's shareholders approved the Amended 2012 ESPP at the Company's 2020 annual meeting of shareholders. This Registration Statement registers the 600,000 additional shares of the Company's Common Stock which may be offered or issued to eligible individuals under the Amended 2012 ESPP.

### PART I

The information called for in Part I of Form S-8 is not required to be filed with this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- (a) [The Company's Annual Report on Form 10-K for the year ended December 31, 2019, filed on March 16, 2020;](#)
- (b) [The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, filed on May 11, 2020;](#)
- (c) [The Company's Current Report on Form 8-K reporting the results of matters voted upon at the Company's annual meeting of shareholders on June 16, 2020, filed on June 19, 2020;](#)
- (d) [The description of the Company's Common Stock, par value \\$.01 per share, included in the Registration Statement on Form 8-A filed with the Securities and Exchange Commission on November 17, 1999,](#) including any amendment or report filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the Company with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered under this Registration Statement have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of filing of such documents, except as to any portion of any future annual or quarterly report or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

##### Item 4. Description of Securities

Not Applicable.

##### Item 5. Interests of Named Experts and Counsel

The validity of the issuance of the shares of Common Stock will be passed on for the Company by Leonard A. Steinberg, Esq., General Counsel and Corporate Secretary of the Company, who is eligible to participate in the Amended 2012 ESPP. As of July 20, 2020, Mr. Steinberg had a beneficial interest in an aggregate of 910,499 shares of the Company's Common Stock.

##### Item 6. Indemnification of Directors and Officers

Section 145 of the General Corporation Law of Delaware ("DGCL") provides that a corporation may indemnify its directors and officers against civil and criminal liabilities. Directors and officers may be indemnified against expenses if they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action, if they had no reasonable cause to believe their conduct was unlawful. A director or officer may be indemnified against expenses incurred in connection with a derivative suit if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made without court approval if such person was adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation. The statutory indemnification is not exclusive of any rights provided by by-law, agreement, vote of shareholders or disinterested directors or otherwise.

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Our amended and restated by-laws include a provision that eliminates the personal liability of directors for monetary damages for actions taken as a director, except for liability:

- for acts committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action;
- receipt of an improper personal benefit (as defined in the Company's amended and restated by-laws);
- with respect to any criminal action or proceeding, including, but not limited to, any violations of the U.S. federal securities laws, or if the director had reasonable cause to believe such conduct was unlawful;
- for which payment has actually been made to or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;
- for an accounting or disgorgement of profits pursuant to Section 16(b) of the Exchange Act, or similar provisions of federal, state or local statutory law or common law, if such person is held liable therefor (including pursuant to any settlement arrangements);
- for any reimbursement of the Company by such person of any bonus or other incentive-based or equity-based compensation or of any profits realized by such person from the sale of securities of the Company, as required in each case under the Exchange Act, including any such reimbursements that arise from an accounting restatement of the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or the rules of any national securities exchange upon which the Corporations' securities are listed, if such person is held liable therefore (including pursuant to any settlement arrangements);
- for any reimbursement of the Company by such person of profits arising from the purchase and sale by such person of securities in violation of Section 306 of the Sarbanes-Oxley Act, if such person is held liable therefore (including pursuant to any settlement arrangements);
- related to any potential or actual violations of Section 13(d) of the Exchange Act or the rules and regulations thereof;
- initiated by such person against the Company or its directors, officers, employees, agents or other covered persons, subject to certain limitations;
- if prohibited by applicable law; and
- under Section 174 of the DGCL (unlawful dividends or stock repurchases).

Our amended and restated by-laws provide that we must indemnify and advance expenses to our directors and officers to the fullest extent authorized by the DGCL. We are also expressly authorized to, and do, carry directors' and officers' insurance for our directors, officers and certain employees for some liabilities. We believe that these indemnification provisions and insurance are useful to attract and retain qualified directors and executive officers.

The limitation of liability and indemnification provisions in our amended and restated by-laws may discourage shareholders from bringing a lawsuit against our directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our shareholders. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

There is currently no pending material litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought.

#### **Item 7. Exemption from Registration Claimed**

Not Applicable

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## Item 8. Exhibits

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
3.1	<a href="#">Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Form S-1/A, File No. 333-88753 (filed November 17, 1999)).</a>
3.2	<a href="#">Amended and Restated By-Laws of Alaska Communications Systems Group, Inc., as Amended and Restated as of April 5, 2019 (incorporated by reference to Exhibit 3.1 to Form 8-K, File No. 001-38341 (filed April 9, 2019)).</a>
4.1	<a href="#">Description of Alaska Communications Systems Group, Inc.'s Securities (filed herewith).</a>
5.1	<a href="#">Opinion of Leonard A. Steinberg, Esq. (filed herewith).</a>
23.1	<a href="#">Consent of Moss Adams LLP, Independent Registered Public Accounting Firm (filed herewith).</a>
23.2	<a href="#">Consent of Counsel (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included on the signature pages to this Registration Statement).</a>
99.1	<a href="#">The Alaska Communications Systems Group, Inc. Amended and Restated 2012 Employee Stock Purchase Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed April 29, 2020).</a>

## Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

- (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) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - (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 (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(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.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant 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, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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## SIGNATURES

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 City of Anchorage, Alaska, on this 24th day of July, 2020.

Alaska Communications Systems Group, Inc.

By: /s/ Laurie Butcher  
Laurie Butcher  
Chief Financial Officer  
(Principal Financial Officer)

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## POWER OF ATTORNEY

Each of the undersigned officers and directors of the Company hereby severally constitutes and appoints Laurie Butcher and Leonard A. Steinberg as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities (unless revoked in writing) to sign this Registration Statement on Form S-8, and any and all amendments thereto, including any post-effective amendments as well as any related registration statement (or amendment thereto) filed in reliance upon Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might and could do in person hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 date indicated.

<u>(Signature)</u>	<u>(Title)</u>	<u>(Date)</u>
<u>/s/ David W. Karp</u> David W. Karp	Chairman of the Board of Directors	July 24, 2020
<u>/s/ William H. Bishop</u> William H. Bishop	President, Chief Executive Officer and Director (Principal Executive Officer)	July 24, 2020
<u>/s/ Laurie Butcher</u> Laurie Butcher	Chief Financial Officer (Principal Financial Officer)	July 24, 2020
<u>/s/ Tiffany Hoogerhyde</u> Tiffany Hoogerhyde	Vice President, Finance and Controller (Principal Accounting Officer)	July 24, 2020
<u>/s/ Benjamin C. Duster, IV</u> Benjamin C. Duster, IV	Director	July 24, 2020
<u>/s/ Peter D. Aquino</u> Peter D. Aquino	Director	July 24, 2020
<u>/s/ Shelly C. Lombard</u> Shelly C. Lombard	Director	July 24, 2020
<u>/s/ Wayne Barr, Jr.</u> Wayne Barr, Jr.	Director	July 24, 2020

**Description of the Registrant's Securities**  
**Registered Pursuant to Section 12 of the Securities Exchange Act of 1934**

The following is a brief description of the securities of Alaska Communications Systems Group, Inc. (the "Company," "Corporation," "we," "us" and "our") registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended. The following description of the Company's common stock, par value \$0.01 per share, is subject in all respects to the General Corporate Law of the State of Delaware (the "DGCL") and to the full text of the Company's amended and restated certificate of incorporation (the "certificate of incorporation") and the Company's amended and restated by-laws (the "by-laws").

**General**

Pursuant to our certificate of incorporation, our authorized capital stock consists of:

- 145,000,000 shares of common stock, par value \$0.01 per share; and
- 5,000,000 shares of preferred stock, par value \$0.01 per share.

**Common Stock**

***Voting Rights***

Holders of our common stock are entitled to one vote for each share held of record on all matters to which stockholders are entitled to vote generally, including the election or removal of members of our Board of Directors (or "Directors"). The common stock shall vote together as a single class.

***Dividends***

Subject to the provisions of the certificate of incorporation and any preferred stock designation, the Board of Directors may, in its sole discretion, declare dividends upon stock of the Corporation out of funds of the Corporation available for dividends, such sum or sums as the Board of Directors from time to time in their discretion deem proper for such purposes and the Board of Directors shall deem conducive to the interests of the Corporation. The Company's stockholders have no contractual or other legal right to dividends.

The Company's dividend policy as set by the Board of Directors is also subject to the terms of its credit facilities and the continued current and future performance and liquidity needs of the Company. Dividends on the Company's common stock are not cumulative to the extent they are declared.

In the fourth quarter of 2012, the Board of Directors suspended the quarterly dividend. Since that point, the Board of Directors has declared a single one-time dividend which was paid in 2020.

**Preferred Stock**

Our certificate of incorporation authorizes our Board of Directors to provide for the issuance of all or any shares of the preferred stock, in one or more series, and to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series as may be permitted by the DGCL. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote in the election of Directors, voting together as a single class, without a separate vote of the holders of the preferred stock, or any series thereof, unless a vote of any such holders is required pursuant to any preferred stock designation. We could issue a series of preferred stock that could, depending on the terms of the series, impede or discourage an acquisition attempt or other transaction that some, or a majority of, stockholders might believe to be in its best interests or in which a stockholder might receive a premium for our common stock over the market price of the common stock.

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## **Change in Ownership Provisions**

The Company and its Board of Directors may, at its discretion, take actions from time to time to avoid a change in ownership as defined in Section 382 of the Internal Revenue Code of 1986 as amended. Such actions may include establishment of a tax benefits preservation plan which provides for the issuance of a special series of preferred stock and is intended to protect the Company's income tax net operating losses.

## **Director Removals, Resignations and Vacancies**

Any Director or Directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors at an annual meeting or a special meeting of shareholders.

Any Director may resign at any time upon notice to the Chairman of the Board, the Chief Executive Officer or the Secretary of the Corporation. Unless otherwise provided in the certificate of incorporation or the by-laws, when one or more Directors resign from the Board of Directors, effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective. The acceptance of a resignation shall not be necessary to make it effective.

If the office of any Director becomes vacant or any new directorship is created, the remaining Directors in office, though less than a quorum, by a majority vote of the Directors then in office, may appoint any qualified person to fill such vacancy or new directorship, who shall hold office for the unexpired term and until his or her successor shall be elected and shall qualify. If the office of any Director becomes vacant or any new directorship is created and there are no remaining Directors, the stockholders may elect any qualified person to fill such vacancy or new directorship at a special meeting called for such purpose.

## **Special Stockholder Meetings**

Our by-laws provide that special meetings of the stockholders for any purpose or purposes may be called by the Chairman of the Board, the President or by resolution of the Board of Directors adopted by a majority of the total number of authorized Directors.

## **Requirements for Advance Notification of Director Nominations and Stockholder Proposals**

Our by-laws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as Directors. For a stockholder to propose a nomination of a person or persons for election to the Board of Directors, or bring any other business to a vote at a stockholders' meeting, the stockholder must provide timely written notice to the secretary of the Corporation not less than 120 calendar days or more than 150 calendar days prior to the first anniversary of the preceding year's annual meeting, provided, however, that in the event that the date of the annual meeting is advanced by more than 30 calendar days from such anniversary date, notice by the stockholder to be timely must be delivered not later than the close of business on the later of the 120<sup>th</sup> calendar day prior to such annual meeting or the 10<sup>th</sup> calendar day following the day on which the public disclosure of the date of such meeting is first made by the Corporation.

## **Stockholder Action Without a Meeting**

Unless otherwise provided by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of stockholders to take the action were delivered to the Corporation in accordance with Section 228 of the DGCL.

In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 calendar days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

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Any stockholder of record seeking to have the stockholders authorize or take corporate action by written consent shall, by written notice to the Secretary of the Corporation, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within 10 calendar days after the date on which such a request is received, adopt a resolution fixing the record date.

#### **Amendments to the Certificate of Incorporation and By-Laws**

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in its certificate of incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, Directors or any other persons whomsoever by and pursuant to its certificate of incorporation in its present form or as hereafter amended are granted subject to the right reserved.

The Board of Directors is authorized and empowered to make, alter, amend and repeal the by-laws by a majority vote of the Directors present at any meeting at which a quorum of the Directors is present, or by written consent in accordance with the DGCL.

#### **Limitations on Liability and Indemnification of Officers and Directors**

A Director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the Director derived an improper personal benefit.

Our amended and restated by-laws provide that we must indemnify and advance expenses to our Directors and officers to the fullest extent authorized by the DGCL. We are also expressly authorized to, and do, carry directors' and officers' insurance for our Directors, officers and certain employees for some liabilities. We believe that these indemnification provisions and insurance are useful to attract and retain qualified Directors and executive officers.

The limitation of liability and indemnification provisions in our amended and restated by-laws may discourage shareholders from bringing a lawsuit against our Directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against Directors and officers, even though such an action, if successful, might otherwise benefit us and our shareholders. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against Directors and officers pursuant to these indemnification provisions.

#### **Transfer Agent and Registrar**

Computershare Limited is the transfer agent and registrar for our common stock.

July 24, 2020

Alaska Communications Systems Group, Inc.  
600 Telephone Avenue  
Anchorage, Alaska 99503-6091  
(907) 297-3000

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

In my capacity as your General Counsel and Corporate Secretary, I have examined the registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act") of Alaska Communications Systems Group, Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") on or about July 24, 2020 (the "Registration Statement"), in connection with the registration of an aggregate of 600,000 shares of common stock, par value \$0.01 per share, of the Company (the "Shares"), pursuant to the Company's Amended and Restated 2012 Employee Stock Purchase Plan (the "Amended 2012 ESPP"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

I have examined such matters of fact and questions of law as I have considered appropriate for purposes of this letter. I have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters

This letter is limited to the General Corporation Law of the State of Delaware and I express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, I am of the opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and procedures required on its part to be taken prior to the issuance of the Shares, when the Shares have been issued by the Company against payment therefor in the circumstances contemplated by the Amended 2012 ESPP, the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, I have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

In addition, I consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to the use of my name wherever it may appear the Registration Statement, including any prospectus constituting a part thereof, and any amendments thereto. In giving this consent, I do not admit that I am within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Leonard A. Steinberg

Leonard A. Steinberg, Esq.  
General Counsel and Corporate Secretary

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Alaska Communications Systems Group, Inc. of our reports dated March 16, 2020, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Alaska Communications Systems Group, Inc., appearing in the Annual Report on Form 10-K of Alaska Communications Systems Group, Inc. for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Spokane, Washington  
July 24, 2020