

GENERAL ELECTRIC CAPITAL CORP
Form FWP
January 12, 2006

Dated January 12, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-123085

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|--|--|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date/Pricing Effective Time: | January 12, 2006 (2:00 PM Eastern Standard Time) |
| Settlement Date (Original Issue Date): | January 20, 2006 |
| Maturity Date: | January 20, 2010 |
| Principal Amount: | US\$500,000,000 |
| Price to Public (Issue Price): | 100.00% |
| Agents Commission: | 0.200% |
| All-in Price: | 99.800% |
| Accrued Interest: | None |
| Net Proceeds to Issuer: | US\$499,000,000 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Spread (plus or minus): | Plus 0.07% |
| Index Maturity: | Three Months |
| Index Payment Period: | Quarterly |

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Interest Payment Dates: Quarterly on each January 20, April 20, July 20 and October 20 of each year, commencing April 20, 2006 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business days prior to the Original Issue Date

Interest Reset Periods and Dates: Quarterly on each Interest Payment Date

Page 2

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Interest Determination Dates: Quarterly, two London Business Days prior to each Interest Reset Date.

Day Count Convention: Actual/360

Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter.

Call Dates (if any): None

Call Notice Period: None

Put Dates (if any): None

Put Notice Period: None

CUSIP: 36962GU85

ISIN: US36962GU855

Common Code: To be determined

The Notes are being purchased by Citigroup Global Markets Inc.(the "Underwriter"), as principal, at the Issue Price of 100.00% of the aggregate principal amount. The Underwriter has advised the Company that the Underwriter proposes

to offer the Notes for sale at the Re-offer Price referenced above.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Page 3

Dated January 12, 2006

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Additional Information:

General

At September 30, 2005, the Company had outstanding indebtedness totaling \$344.022 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at September 30, 2005, excluding subordinated notes payable after one year, was equal to \$341.143 billion.

Consolidated Ratio of Earnings to Fixed Charges

The information contained in the Prospectus under the caption "Consolidated Ratio of Earnings to Fixed Charges" is hereby amended in its entirety, as follows:

| | <u>Year Ended December 31</u> | | | | | <u>Nine Months Ended</u> |
|-------------|-------------------------------|-------------|-------------|-------------|--|---------------------------|
| <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | | <u>September 30, 2005</u> |
| | (Restated) | (Restated) | (Restated) | (Restated) | | |
| 1.52 | 1.73 | 1.66 | 1.86 | 1.89 | | 1.82 |

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, minority interest and fixed charges. Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which the Company believes is a reasonable approximation of the interest factor of such rentals.

CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT

Page 4

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The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting the SEC Web site at www.sec.gov. Alternatively, the issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling the underwriter collect at 1-212-623-6104 or Investor Communications of the issuer at 1-203-357-3950.