

GENERAL ELECTRIC CAPITAL CORP
Form FWP
November 15, 2012

Filed Pursuant to Rule 433
Dated November 14, 2012
Registration Statement No. 333-178262

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

Investing in these notes involves risks. See “Risk Factors” in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011 filed with the Securities and Exchange Commission and in the Prospectus and Prospectus Supplement pursuant to which these notes are issued.

| | |
|--|---|
| Issuer: | General Electric Capital Corporation |
| Trade Date: | November 14, 2012 |
| Settlement Date (Original Issue Date): | November 20, 2012 |
| Maturity Date: | November 20, 2017 |
| Principal Amount: | US \$1,000,000,000 |
| Price to Public (Issue Price): | 99.871% |
| Agents Commission: | 0.325% |
| All-in Price: | 99.546% |
| Net Proceeds to Issuer: | US \$995,460,000 |
| Treasury Benchmark: | 0.750% due October 31, 2017 |
| Treasury Yield: | 0.627% |
| Spread to Treasury Benchmark: | Plus 1.00% |
| Reoffer Yield: | 1.627% |
| Interest Rate Per Annum: | 1.600% |
| Interest Payment Dates: | Semi-annually on the 20 th day of each May and November, commencing May 20, 2013 and ending on the Maturity Date |
| Day Count Convention: | 30/360, Following Unadjusted |
| Business Day Convention: | New York |
| Method of Settlement: | Depository Trust Company |
| Trustee: | The Bank of New York Mellon |
| Denominations: | Minimum of \$1,000 with increments of \$1,000 thereafter |
| Call Dates (if any): | Not Applicable |
| Call Notice Period: | Not Applicable |
| Put Dates (if any): | Not Applicable |
| Put Notice Period: | Not Applicable |

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CUSIP: 36962G6K5
 ISIN: US36962G6K56

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the “Underwriters”), as principal, at 99.871% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

| <u>Institution</u> | Commitment |
|---|-----------------|
| Lead Managers: | |
| Barclays Capital Inc. | \$188,000,000 |
| Citigroup Global Markets Inc. | \$188,000,000 |
| Credit Suisse Securities (USA) LLC | \$188,000,000 |
| Deutsche Bank Securities Inc. | \$188,000,000 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | \$188,000,000 |
| Co-Managers: | |
| Blaylock Robert Van, LLC | \$10,000,000 |
| CastleOak Securities, L.P. | \$10,000,000 |
| Lebenthal & Co., LLC | \$10,000,000 |
| Mischler Financial Group, Inc. | \$10,000,000 |
| Samuel A. Ramirez & Company, Inc. | \$10,000,000 |
| The Williams Capital Group, L.P. | \$10,000,000 |
| Total | \$1,000,000,000 |

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

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

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 or the Underwriters participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, Deutsche Bank Securities Inc. at 1-800-503-6411, and Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.
