

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
January 06, 2012

Filed Pursuant to Rule 433  
Dated January 4, 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, 2010 filed with the Securities and Exchange Commission.*

<b>Issuer:</b>	General Electric Capital Corporation
<b>Trade Date:</b>	January 4, 2012
<b>Settlement Date (Original Issue Date):</b>	January 9, 2012
<b>Maturity Date:</b>	October 17, 2021
<b>Principal Amount:</b>	US \$1,000,000,000
<b>Price to Public (Issue Price):</b>	102.130%
<b>Agents Commission:</b>	0.425%
<b>All-in Price:</b>	101.705%
<b>Accrued Interest:</b>	\$10,591,666.67
<b>Net Proceeds to Issuer:</b>	US \$1,027,641,666.67
<b>Treasury Benchmark:</b>	2.00% due November 15, 2021
<b>Treasury Yield:</b>	1.979%
<b>Spread to Treasury Benchmark:</b>	Plus 2.40%
<b>Reoffer Yield:</b>	4.379%
<b>Interest Rate Per Annum:</b>	4.650%
<b>Interest Payment Dates:</b>	Semi-annually on the 17 <sup>th</sup> day of each April and October, commencing April 17, 2012 and ending on the Maturity Date
<b>Day Count Convention:</b>	30/360, Following Unadjusted
<b>Business Day Convention:</b>	New York

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

**Call Notice Period:** None

**Put Dates (if any):** None

**Put Notice Period:** None

**CUSIP:** 36962G5J9

**ISIN:** US36962G5J92

**Common Code:** 063346462

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters), as principal, at 102.130% of the aggregate principal amount less an underwriting discount equal to 0.425% of the principal amount of the Notes.

<u>Institution</u>	<u>Commitment</u>
<b>Lead Managers:</b>	
Barclays Capital Inc.	\$158,334,000
Citigroup Global Markets Inc.	\$158,334,000
Goldman, Sachs & Co.	\$158,333,000
J.P. Morgan Securities LLC	\$158,333,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$158,333,000
Morgan Stanley & Co. LLC	\$158,333,000
<b>Co-Managers:</b>	
Blaylock Robert Van, LLC	\$10,000,000
CastleOak Securities, L.P.	\$10,000,000
Lebenthal & Co., LLC	\$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.

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**Additional Information**

***Reopening of Issue***

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the Issuer's issue of US\$1,750,000,000 aggregate principal amount of Senior Unsecured Fixed Rate Notes due October 17, 2021 as described in the Issuer's pricing supplement number 5177 dated October 12, 2011.

***General***

At the quarter ended September 30, 2011, we had outstanding indebtedness totaling \$381.065 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year, and excluding bank deposits and non-recourse borrowings of consolidated securitization entities. The total amount of outstanding indebtedness at September 30, 2011, excluding subordinated notes and debentures payable after one year, was equal to \$369.066 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>					Nine Months Ended
<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>September 30, 2011</u>
1.66	1.59	1.24	0.85	1.13	1.51

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, noncontrolling interests, discontinued operations and undistributed earnings of equity investees.

Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which we believe 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.**

**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](http://www.sec.gov). Alternatively, the Issuer or the underwriter 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. at 1-877-858-5407, Goldman, Sachs & Co. at 1-866-471-2526, J.P. Morgan Securities LLC collect at (212) 834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-800-294-1322, or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**