

GENERAL ELECTRIC CAPITAL CORP
Form FWP
January 04, 2006

Filed Pursuant to Rule 433

Dated January 4, 2006

Registration Statement

No. 333-123085

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Fixed Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date/Pricing Effective
Time: January 4, 2006

Settlement Date (Original Issue
Date): January 9, 2006

Maturity Date: January 8, 2016

Principal Amount: US\$1,250,000,000

Price to Public (Issue Price): 99.348%

Agents Commission: 0.400%

All-in Price: 98.948%

Accrued Interest: N/A

Treasury Benchmark: 4.500% due November 15, 2015

Treasury Yield: 4.344%

Spread to 74 basis points

Treasury Benchmark:

Re-Offer Yield: 5.084%

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Net Proceeds to Issuer: US\$1,236,850,000
Interest Rate Per Annum: 5.000%
Interest Payment Dates: Semi-Annually on January 8 and July 8 of each year,
commencing July 8, 2006 and ending on the Maturity Date
Day Count Convention: 30/360

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Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter
Call Dates (if any): N/A
Call Notice Period: N/A
Put Dates (if any): N/A
Put Notice Period: N/A
CUSIP: 36962GU69
ISIN: (if applicable) TBD
Common Code: (if applicable) TBD
Other: N/A

Plan of Distribution:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 99.348% of the aggregate principal amount less an underwriting discount equal to 0.40% of the principal amount of the Notes.

Institution

Commitment

Lead Manager:

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| | |
|------------------------------------|-----------------|
| Goldman, Sachs & Co. | \$404,168,000 |
| Lehman Brothers, Inc. | \$404,166,000 |
| Morgan Stanley & Co., Incorporated | \$404,166,000 |
| Co-Managers: | |
| Samuel A. Ramirez & Company, Inc. | \$25,000,000 |
| The Williams Capital Group, L.P. | \$12,500,000 |
| Total | \$1,250,000,000 |

The Company 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:

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

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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

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 on 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 1-866-471-2526 or Investor Communications of the issuer at 1-203-357-3950.