

GENERAL ELECTRIC CAPITAL CORP
Form FWP
July 24, 2012

Filed Pursuant to Rule 433
Dated July 23, 2012
Registration Statement No. 333-178262

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate-Floating 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: July 23, 2012

Settlement Date (Original Issue Date): July 31, 2012

Maturity Date: August 1, 2017

Principal Amount: US\$100,000,000

Price to Public (Issue Price): 100.00%

Underwriters Commission: 1.00%

All-in Price: 99.00%

Net Proceeds to Issuer: US\$99,000,000

Fixed Rate Provisions

Fixed Rate Period: From and including July 31, 2012 to but excluding August 1, 2014

Re-Offer Yield: 1.375%

Fixed Interest Rate:

1.375%

November 1, 2012, February 1, 2013, May 1, 2013, August 1, 2013, November 1, 2013,
Fixed Rate Interest Payment February 1, 2014, May 1, 2014 and August 1, 2014
Dates:

Day Count Convention: 30/360, Modified Following, Unadjusted

Floating Rate Provisions
From and including August 1, 2014 to but excluding the Maturity Date

Floating Rate Period:

**Interest Rate Basis
(Benchmark):** LIBOR, as determined by reference to Reuters

Index Currency: U.S. Dollars

Spread (plus or minus): Plus 1.00%

Index Maturity: Three Months

Index Payment Period: Quarterly

**Floating Rate Interest
Payment Dates:** Quarterly on each February 1, May 1, August 1 and November 1, beginning November 1, 2014 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business Days prior to August 1, 2014

Minimum Interest Rate: 1.375% per annum

**Interest Reset Periods and
Dates:** Quarterly on each scheduled Floating Rate Interest Payment Date, beginning August 1, 2014

Interest Determination Dates: Quarterly, two London Business Days prior to each Interest Reset Date at the start of such Interest Payment Period

Day Count Convention: 30/360, Modified 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

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Put Dates (if any): Not Applicable

Put Notice Period: Not Applicable

CUSIP: 36962G6B5

ISIN: US36962G6B57

Additional Terms:

Interest

Interest on the Notes for the period from and including July 31, 2012 to but excluding August 1, 2014 (the “Fixed Rate Period”) will be payable quarterly in U.S. Dollars on November 1, 2012, February 1, 2013, May 1, 2013, August 1, 2013, November 1, 2013, February 1, 2014, May 1, 2014 and August 1, 2014 (the “Fixed Rate Interest Payment Dates”); provided that, if any such day falls on a day that is not a Business Day, it will be postponed to the following Business Day and interest thereon will not continue to accrue, except that if such following Business Day would fall in the next calendar month, the Interest Payment Date will be the immediately preceding Business Day. During the Fixed Rate Period, the interest on the Notes will be equal to 1.375% per annum. During the Fixed Rate Period, interest will be computed and paid on a 30/360 basis (based upon the number of days elapsed in each month in a 360-day year of twelve 30-day months).

Interest on the Notes for the period from and including August 1, 2014 to but excluding the Maturity Date (the “Floating Rate Period”) will be payable in U.S. Dollars quarterly, in arrears, on each February 1, May 1, August 1 and November 1, beginning November 1, 2014 (each a “Floating Rate Interest Payment Date”); provided that, if any such day falls on a day that is not a Business Day, it will be postponed to the following Business Day and interest thereon will not continue to accrue, except that if such following Business Day would fall in the next calendar month, the Interest Payment Date will be the immediately preceding Business Day. During the Floating Rate Period, the interest rate on the Notes will be equal to the sum of three month USD LIBOR plus 1.00%; provided that such interest rate shall at all times equal or exceed 1.375% per annum (the “Minimum Interest Rate”). During the Floating Rate Period, the interest rate will be reset quarterly on each scheduled Floating Rate Interest Payment Date (the “Interest Reset Date”), and will be determined quarterly, two London Business Days prior to each Interest Reset Date. During the Floating Rate Period, interest will be computed and paid on a 30/360 basis (based upon the number of days elapsed in each month in a 360-day year of twelve 30-day months).

Plan of Distribution:

The Notes are being purchased by Morgan Stanley & Co. LLC (the “Underwriter”), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 1.00% of the principal amount of the Notes.

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

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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 or by accessing the links below. Alternatively, the issuer or the underwriter participating in the offering will arrange to send you the prospectus if you request it by calling **Morgan Stanley & Co. Incorporated toll-free at (866) 718-1649** or Investor Communications of the issuer at 1-203-357-3950.
