

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
December 06, 2012

Filed Pursuant to Rule 433  
Dated December 5, 2012  
Registration Statement No. 333-178262

**GENERAL ELECTRIC CAPITAL CORPORATION**

**FLOATING RATE SENIOR SECURED NOTES due 2015**

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.

<b>Issuer:</b>	General Electric Capital Corporation
<b>Trade Date:</b>	December 5, 2012
<b>Settlement Date (Original Issue Date):</b>	December 12, 2012
<b>Maturity Date:</b>	December 11, 2015
<b>Principal Amount:</b>	US \$300,000,000
<b>Price to Public (Issue Price):</b>	100%
<b>Structuring Agent Fee</b>	0.10%
<b>Agents Commission:</b>	0.20%
<b>All-in Price:</b>	99.700%
<b>Net Proceeds to Issuer:</b>	US \$299,100,000
<b>Interest Rate Basis (Benchmark):</b>	LIBOR, as determined by Reuters
<b>Index Currency:</b>	U.S. Dollars
<b>Spread (Plus or Minus):</b>	Plus 0.60%
<b>Index Maturity:</b>	Three Months
<b>Interest Payment Period:</b>	Quarterly
<b>Interest Payment Dates:</b>	Quarterly on the 11 <sup>th</sup> day of December, March, June, and September, commencing March 11, 2013 and ending on the Maturity Date
<b>Initial Interest Rate:</b>	To be determined two London Business Days prior to the Original Issue Date
<b>Interest Reset Periods and Dates:</b>	Quarterly on each Interest Payment Date
<b>Interest Determination Date:</b>	Quarterly, two London Business Days prior to each Interest Reset Date
<b>Day Count Convention:</b>	Actual/360, Modified Following Adjusted
<b>Denominations:</b>	Minimum of \$1,000 with increments of \$1,000 thereafter

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Page 2  
 Filed Pursuant to Rule 433  
 Dated December 5, 2012  
 Registration Statement No. 333-178262

**Make Whole Call:** At any time at a discount margin of LIBOR plus 0 basis points

**Business Days:** New York

**Put Notice Period:** None

**Method of Settlement:** Depository Trust Company

**Trustee:** The Bank of New York Mellon

**Security:** The notes will have the benefit of a security interest in certain aircraft, subject to Permitted Collateral Liens and exceptions as set forth in the prospectus supplement. As set forth in the prospectus supplement, the initial aircraft collateral pool will consist of 137 aircraft

**CUSIP:** 36962G6N9

**ISIN:** US36962G6N95

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters), as principal, at 100% of the aggregate principal amount less an underwriting discount equal to 0.20% of the principal amount of the Notes.<sup>1</sup>

Institution	Commitment
<b>Lead Managers:</b>	
Goldman, Sachs & Co.	\$ 150,000,000
Citigroup Global Markets Inc.	\$ 120,000,000
<b>Passive Bookrunners:</b>	
BNP Paribas Securities Corp.	\$ 15,000,000
Credit Agricole Securities (USA) Inc.	\$ 15,000,000
<b>Total</b>	<b>\$ 300,000,000</b>

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](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 Citigroup Global Markets Inc. toll-free at 1-877-858-5407 and Goldman, Sachs & Co. toll-free at 1-866-471-2526.

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<sup>1</sup> Excludes a structuring fee of 0.10% of the public offering price in aggregate to be paid to Goldman, Sachs & Co.

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**GENERAL ELECTRIC CAPITAL CORPORATION**

**1.000% SENIOR SECURED NOTES due 2015**

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<b>Issuer:</b>	General Electric Capital Corporation
<b>Trade Date:</b>	December 5, 2012
<b>Settlement Date (Original Issue Date):</b>	December 12, 2012
<b>Maturity Date:</b>	December 11, 2015
<b>Principal Amount:</b>	US \$1,000,000,000
<b>Price to Public (Issue Price):</b>	99.900%
<b>Structuring Agent Fee</b>	0.10%
<b>Agents Commission:</b>	0.20%
<b>All-in Price:</b>	99.600%
<b>Net Proceeds to Issuer:</b>	US \$996,000,000
<b>Treasury Benchmark:</b>	0.375% due November 15, 2015
<b>Treasury Yield:</b>	0.314%
<b>Spread to Treasury Benchmark:</b>	Plus 0.72%
<b>Reoffer Yield:</b>	1.034%
<b>Interest Rate Per Annum:</b>	1.000%
<b>Interest Payment Dates:</b>	Semi-annually on the 11 <sup>th</sup> day of each December and June, commencing June 11, 2013 and ending on the Maturity Date
<b>Day Count Convention:</b>	30/360, Following Unadjusted
<b>Business Days:</b>	New York
<b>Denominations:</b>	Minimum of \$1,000 with increments of \$1,000 thereafter
<b>Make Whole Call:</b>	At any time at a discount rate of Treasury plus 10 basis points
<b>Put Notice Period:</b>	None
<b>Method of Settlement:</b>	Depository Trust Company
<b>Trustee:</b>	The Bank of New York Mellon



Page 2  
 Filed Pursuant to Rule 433  
 Dated December 5, 2012  
 Registration Statement No. 333-178262

**Security:** The notes will have the benefit of a security interest in certain aircraft, subject to Permitted Collateral Liens and exceptions as set forth in the prospectus supplement. As set forth in the prospectus supplement, the initial aircraft collateral pool will consist of 137 aircraft

**Method of Settlement:** Depository Trust Company

**CUSIP:** 36962G6M1

**ISIN:** US36962G6M13

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters ), as principal, at 99.900% of the aggregate principal amount less an underwriting discount equal to 0.200% of the principal amount of the Notes.<sup>1</sup>

Institution	Commitment
<b>Lead Managers:</b>	
Goldman, Sachs & Co.	\$ 500,000,000
Citigroup Global Markets Inc.	\$ 400,000,000
<b>Passive Bookrunners:</b>	
BNP Paribas Securities Corp.	\$ 50,000,000
Credit Agricole Securities (USA) Inc.	\$ 50,000,000
<b>Total</b>	<b>\$ 1,000,000,000</b>

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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<sup>1</sup> Excludes a structuring fee of 0.10% of the public offering price in aggregate to be paid to Goldman, Sachs & Co.

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**GENERAL ELECTRIC CAPITAL CORPORATION**

**2.100% SENIOR SECURED NOTES due 2019**

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.

<b>Issuer:</b>	General Electric Capital Corporation
<b>Trade Date:</b>	December 5, 2012
<b>Settlement Date (Original Issue Date):</b>	December 12, 2012
<b>Maturity Date:</b>	December 11, 2019
<b>Principal Amount:</b>	US \$400,000,000
<b>Price to Public (Issue Price):</b>	99.922%
<b>Structuring Agent Fee</b>	0.10%
<b>Agents Commission:</b>	0.385%
<b>All-in Price:</b>	99.437%
<b>Net Proceeds to Issuer:</b>	US \$397,748,000
<b>Treasury Benchmark:</b>	1.000% due November 30, 2019
<b>Treasury Yield:</b>	1.012%
<b>Spread to Treasury Benchmark:</b>	Plus 1.100%
<b>Reoffer Yield:</b>	2.112%
<b>Interest Rate Per Annum:</b>	2.100%
<b>Interest Payment Dates:</b>	Semi-annually on the 11 <sup>th</sup> day of each December and June, commencing June 11, 2013 and ending on the Maturity Date
<b>Day Count Convention:</b>	30/360, Following Unadjusted
<b>Business Days:</b>	New York
<b>Denominations:</b>	Minimum of \$1,000 with increments of \$1,000 thereafter
<b>Make Whole Call:</b>	At any time at a discount rate of Treasury plus 15 basis points
<b>Put Notice Period:</b>	None
<b>Method of Settlement:</b>	Depository Trust Company
<b>Trustee:</b>	The Bank of New York Mellon





Page 2  
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**Security:** The notes will have the benefit of a security interest in certain aircraft, subject to Permitted Collateral Liens and exceptions as set forth in the prospectus supplement. As set forth in the prospectus supplement, the initial aircraft collateral pool will consist of 137 aircraft

**Method of Settlement:** Depository Trust Company

**CUSIP:** 36962G6P4

**ISIN:** US36962G6P44

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters), as principal, at 99.922% of the aggregate principal amount less an underwriting discount equal to 0.385% of the principal amount of the Notes.<sup>1</sup>

Institution	Commitment
<b>Lead Managers:</b>	
Goldman, Sachs & Co.	\$ 200,000,000
Citigroup Global Markets Inc.	\$ 160,000,000
<b>Passive Bookrunners:</b>	
BNP Paribas Securities Corp.	\$ 20,000,000
Credit Agricole Securities (USA) Inc.	\$ 20,000,000
<b>Total</b>	<b>\$ 400,000,000</b>

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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<sup>1</sup> Excludes a structuring fee of 0.10% of the public offering price in aggregate to be paid to Goldman, Sachs & Co.