

GENERAL ELECTRIC CAPITAL CORP
Form FWP
June 22, 2011

Filed Pursuant to Rule 433
Dated June 20, 2011
Registration Statement No. 333-156929

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.

| | |
|--|---|
| Issuer: | General Electric Capital Corporation |
| Trade Date: | June 20, 2011 |
| Settlement Date (Original Issue Date): | June 23, 2011 |
| Maturity Date: | June 30, 2015 |
| Principal Amount: | US \$500,000,000 |
| Price to Public (Issue Price): | 99.847% |
| Agents Commission: | 0.250% |
| All-in Price: | 99.597% |
| Net Proceeds to Issuer: | US \$497,985,000 |
| Reoffer Yield: | 2.415% |
| Interest Rate Per Annum: | 2.375% |
| Interest Payment Dates: | Semi-annually on the 30 th day of each June and December, commencing December 30, 2011 and ending on the Maturity Date |
| Day Count Convention: | 30/360, Following Unadjusted |
| 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: | 36962G 5F7 |
| ISIN: | US36962G5F70 |
| Common Code: | 064229699 |

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Plan of Distribution:

The Notes are being purchased by Citigroup Global Markets Inc. (the “Underwriter”), as principal, at 99.847% of the aggregate principal amount less an underwriting discount equal to 0.250% of the principal amount of the Notes.

Institution

Commitment

Lead Manager:

Citigroup Global Markets Inc.

\$500,000,000

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

Additional Information

General

At the quarter ended March 31, 2011, we had outstanding indebtedness totaling \$384.124 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 March 31, 2011, excluding subordinated notes and debentures payable after one year, was equal to \$372.264 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:

| Year Ended December | Three Months Ended |
|--------------------------|--------------------|
| 31, | |
| 2006 2007 2008 2009 2010 | March 31, 2011 |

1.66 1.59 1.24 0.85 1.13 1.60

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.

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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. 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. at (877) 858-5407.
