

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

(Floating 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\$750,000,000 |
| Price to Public (Issue Price): | 100% |
| Agents Commission: | 0.400% |
| All-in Price: | 99.600% |
| Accrued Interest: | N/A |
| Net Proceeds to Issuer: | US\$747,000,000 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Spread (plus or minus): | Plus 0.20% |

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Index Maturity: Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each January 8, April 8, July 8 and October 8 of each year, commencing April 10, 2006 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business days prior to each Interest Reset Date

Interest Reset Periods and Dates: Quarterly on each Interest Payment Date

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Interest Determination Dates: Quarterly, two London Business Days prior to each Interest Reset Date

Day Count Convention: Actual/360

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: 36962GU51

ISIN: TBD

Common Code: TBD

Plan of Distribution:

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The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 100% of the aggregate principal amount less an underwriting discount equal to 0.40% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|------------------------------------|-------------------|
| Lead Manager: | |
| Goldman, Sachs & Co. | \$242,500,000 |
| Lehman Brothers Inc. | 242,500,000 |
| Morgan Stanley & Co., Incorporated | 242,500,000 |
| Co-Managers: | |
| Samuel A. Ramirez & Company, Inc. | \$ 15,000,000 |
| The Williams Capital Group, L.P. | 7,500,000 |
| Total | \$750,000,000 |

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

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 visiting 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 Morgan Stanley at 1-866-718-1649 or Investor Communications of the issuer at 1-203-357-3950.