

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
May 05, 2011

Filed Pursuant to Rule 433

Dated May 4, 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:                            | May 4, 2011   |
| Settlement Date (Original Issue Date): | May 9, 2011   |
| Maturity Date:                         | May 9, 2016   |
| Principal Amount:                      | US \$1,500,000,000  |
| Price to Public (Issue Price):         | 99.806%   |
| Agents Commission:                     | 0.325%  |
| All-in Price:                          | 99.481%   |
| Net Proceeds to Issuer:                | US \$1,492,215,000  |
| Treasury Benchmark:                    | 2.00% due April 30, 2016  |
| Treasury Yield:                        | 1.942%  |
| Spread to Treasury Benchmark:          | Plus 1.05%  |
| Reoffer Yield:                         | 2.992%  |
| Interest Rate Per Annum:               | 2.950%  |
| Interest Payment Dates:                | Semi-annually on the 9 <sup>th</sup> day of each May and November, commencing November 9, 2011 and ending on the Maturity |

Date

Day Count Convention: 30/360, Following Unadjusted

Business Day Convention: New York

Page 2

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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: 36962G5C4

ISIN: US36962G5C40

Common Code: 062578025

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.806% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

| <u>Institution</u>                | <u>Commitment</u> |
|-----------------------------------|-------------------|
| Lead Managers:                    |                   |
| Barclays Capital Inc.             | \$356,250,000     |
| Goldman, Sachs & Co.              | \$356,250,000     |
| J.P. Morgan Securities LLC        | \$356,250,000     |
| Morgan Stanley & Co. Incorporated | \$356,250,000     |
| Co-Managers:                      |                   |

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|                                  |                 |
|----------------------------------|-----------------|
| Blaylock Robert Van, LLC         | \$15,000,000    |
| CastleOak Securities, L.P.       | \$15,000,000    |
| Lebenthal & Co. LLC              | \$15,000,000    |
| Samuel Ramirez & Co., Inc.       | \$15,000,000    |
| The Williams Capital Group, L.P. | \$15,000,000    |
| Total                            | \$1,500,000,000 |

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

Page 3

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Additional Information

General

At the year ended December 31, 2010, we had outstanding indebtedness totaling \$397.992 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 December 31, 2010, excluding subordinated notes and debentures payable after one year, was equal to \$388.418 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>2006</u>                    | <u>2007</u> | <u>2008</u> | <u>2009</u> | <u>2010</u> |

1.66 1.59 1.24 0.85 1.13

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.

**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 Barclays Capital Inc. toll-free at 1-888-603-5847, Goldman, Sachs & Co. at 1-866-471-2526, J.P. Morgan Securities LLC collect at (212) 834-4533, or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.