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GENERAL ELECTRIC CAPITAL CORP  
Form POS AM  
July 03, 2001

As filed with the Securities and Exchange Commission on July 3, 2001

Post-Effective Amendment No. 2 to File No. 333-59977

Post-Effective Amendment No. 3 to File No. 33-43420

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 3 TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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GENERAL ELECTRIC CAPITAL CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-1500700  
(I.R.S. Employer  
Identification No.)

General Electric Capital Corporation  
260 Long Ridge Road  
Stamford, Connecticut 06927  
(Address of Principal Executive Offices)

David Russell  
Counsel  
260 Long Ridge Road  
Stamford, Connecticut 06927  
(203) 357-4000  
(Name and Address of Agent for Service)  
(Telephone Number, Including Area Code, of Agent for Service)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c)

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under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

THE REGISTRANT HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

### EXPLANATORY NOTE

#### Reincorporation in Delaware

At 10:00 am EDT on July 2, 2001, General Electric Capital Corporation, a corporation organized under Article XII of the New York Banking Law ("GE Capital-NY"), reincorporated as a Delaware business corporation (the "Reincorporation"). The Reincorporation was effected by means of the merger (the "Merger") of GE Capital-NY with and into a newly-formed corporation organized under the Delaware General Corporation Law ("GE Capital-DE"). GE Capital-DE was the surviving corporation in the Merger and upon the consummation of the Merger, changed its name to "General Electric Capital Corporation." As a result of the Merger, GE Capital-DE succeeded to and assumed all rights and obligations of GE Capital-NY, and immediately after the Merger GE Capital-DE had substantially the same assets and liabilities as GE Capital-NY had immediately prior to the Merger. The directors and officers of GE Capital-NY immediately prior to the Merger became the directors and officers of GE Capital-DE upon consummation of the Merger.

Immediately following the Reincorporation, all of the outstanding common stock of GE Capital-DE continued to be owned by General Electric Capital Services, Inc., a Delaware corporation ("GECS") (which previously held all of the outstanding common stock of GE Capital-NY). Each share of preferred stock of GE Capital-NY outstanding immediately prior to the Reincorporation was converted (pursuant to the Merger) into one share of preferred stock of GE Capital-DE having substantially the same designations, rights, powers and preferences of the preferred stock of GE Capital-NY so converted. Upon consummation of the Merger, GE Capital-DE has succeeded to GE Capital-NY's reporting obligations under Sections 13(a) and 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

### POST-EFFECTIVE AMENDMENT

This Post-Effective Amendment is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by GE Capital-DE, as successor to GE Capital-NY. GE Capital-DE hereby expressly adopts the Registration Statement, as amended, on Form S-3 (File Nos. 33-59977 and 33-43420) (the "Registration Statements") as its own Registration Statements for all purposes of the Securities Act and the Exchange Act. The information contained in this Post-Effective Amendment No. 2 to File No. 33-59977 and Post-Effective Amendment No. 3 to File No. 33-43420 to the Registration Statements sets forth the additional information necessary to reflect any material changes made in connection with or resulting from the Reincorporation,

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or necessary to keep the Registration Statements, identified above, from being misleading in any material respect.

### Item 16. Exhibits

Exhibit Number -----	Incorporated by Reference to Filings Indicated -----	Description -----
1(a)	Exhibit 1 to the Company's Registration Statement on Form S-3 (No. 333-59977).	Distribution Agreement February 1, 1992 between Electric Capital Corpor GECC Capital Markets Gr
1(b)	Exhibit 1(b) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-59977) .	Letter Agreement between Electric Capital Corpor GECC Capital Markets Gr dated as of January 25,
4(a)	Exhibit 4 to the Company's Registration Statement on Form S-3 (No. 33-43420).	Form of Indenture dated October 1, 1991 between Company and Mercantile- Deposit and Trust Compa Trustee.
4(b)	Exhibit 4(b) to the Company's Registration Statement on Form S-3 (No. 333-59977).	First Supplemental Inde dated as of May 11, 199 Indenture dated as of O 1991 between the Compan Mercantile-Safe Deposit Company, as Trustee.
4(c)	Exhibit 4(c) to the Company's Registration Statement on Form S-3 (No. 333-59977)	Second Supplemental Ind dated as of August 15, the Indenture dated as 1, 1991 between the Com The Chase Manhattan Ban successor trustee.
4(d)	Exhibit 4(d) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-59977).	First Amended and Resta Indenture dated as of J 2001 between the Compan Chase Manhattan Bank, a successor trustee.

Exhibit Number -----	Incorporated by Reference to Filings Indicated -----	Description -----
4(e)		First Supplemental Inde

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		dated as of the effective date and date of the Merger (as defined therein), to the Amended and Restated Indenture dated as of January 25, 2001, among the Company, GECS Sub, Inc., and The Chase Manhattan Bank.
5	Exhibit 5 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-59977).	Opinion and consent of Goggins, Associate General Counsel - Treasury Operations, Assistant Secretary of the Company.
12	Exhibit 12 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 (No. 1-6461)	Computation of ratio of debt to fixed charges
23	Exhibit 23 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-59977).	Consent of KPMG LLP. Co. Glenn J. Goggins.
24	Exhibit 24 to the Company's Registration Statement on Form S-3 (No. 333-59977)	Power of Attorney
25	Exhibit 25 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-59977).	Form T-1 Statement of Earnings and Qualification under the Indenture Act of 1939 of Chase Manhattan Bank, in accordance with the requirements of 4(d) of the Indenture filed

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant, General Electric Capital Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 29th day of June, 2001.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ James A. Parke

-----  
James A. Parke  
(Vice Chairman and Chief Financial Officer)

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 3 to the Registration Statements has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
*DENIS J. NAYDEN ----- (Denis J. Nayden)	Chairman, Chief Executive Officer and Director	
/s/ James A. Parke+ ----- (James A. Parke)	Vice Chairman, Chief Financial Officer and Director (Principal Financial Officer)	
*JEFFREY S. WERNER ----- (Jeffrey S. Werner)	Senior Vice President-Corporate Treasury and Global Funding Operation	
*NANCY E. BARTON ----- Nancy E. Barton	Director	
----- (Francis S. Blake)	Director	
*JAMES R. BUNT ----- (James R. Bunt)	Director	
----- (David L. Calhoun)	Director	
----- (Dennis D. Dammerman)	Director	
----- (Scott C. Donnelly)	Director	

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Signature	Title	Date
*MICHAEL D. FRAIZER ----- (Michael D. Fraizer)	Director	

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----- (Benjamin W. Heineman, Jr.)	Director
*JEFFREY R. IMMELT ----- (Jeffrey R. Immelt)	Director
*JOHN H. MYERS ----- (John H. Myers)	Director
*MICHAEL A. NEAL ----- (Michael A. Neal)	Director
*RONALD R. PRESSMAN ----- (Ronald R. Pressman)	Director
*GARY M. REINER ----- (Gary M. Reiner)	Director
*JOHN M. SAMUELS ----- (John M. Samuels)	Director
*KEITH S. SHERIN ----- (Keith S. Sherin)	Director
*EDWARD D. STEWART ----- (Edward D. Stewart)	Director

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Signature	Title	Date
----- (John F. Welch, Jr.)	Director	March 2
*WILLIAM A. WOODBURN ----- (William A. Woodburn)	Director	March 2
*JOAN C. AMBLE ----- (Joan C. Amble)	Vice President and Controller (Principal Accounting Officer)	March 2
By /s/ James A. Parke+ -----		March 2

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(James A. Parke)

Attorney-in-fact