

GENERAL ELECTRIC CAPITAL CORP  
Form 8-K  
July 27, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) July 25, 2012

**General Electric Capital Corporation**  
(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other<br>jurisdiction<br>of incorporation)                 | <b>01-06461</b><br>(Commission<br>File Number) | 13-1500700<br>(IRS Employer<br>Identification No.) |
| 901 Main Avenue,<br>Norwalk, Connecticut<br>(Address of principal<br>executive offices) |  | 06851-1168<br>(Zip Code)                           |

Registrant's telephone number, including area code (203) 840-6300

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 3.03 Material Modification to Rights of Security Holders**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 8.01 of this Current Report on Form 8-K is incorporated by reference herein.

**Item 8.01 Other Events.**

On July 27, 2012, General Electric Capital Corporation (“GECC”) issued 17,500 shares of its Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B, par value \$0.01 per share, with a liquidation preference of \$100,000 per share (the “Series B Preferred Stock”). The terms of the Series B Preferred Stock are more fully described in the Certificate of Designations for the Series B Preferred Stock (the “Certificate of Designations”), a copy of which is included as Exhibit 3.1 to this Current Report on Form 8–K and incorporated by reference herein. The Certificate of Designations, which was filed on July 25, 2012 with the Delaware Secretary of State, amends GECC’s Restated Certificate of Incorporation to fix the rights, powers, designations, preferences, qualifications, limitations and restrictions, among other things, relating to the Series B Preferred Stock.

The following documents are being filed with this report on Form 8-K and shall be incorporated by reference into the registration statement on Form S-3 (SEC File No. 333-178262) which was automatically effective on December 1, 2011: (i) Underwriting Agreement, dated as of July 24, 2012, between GECC and Barclays Capital Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and UBS Securities LLC as representatives of the underwriters; (ii) Certificate of Designations of GECC with respect to the Series B Preferred Stock, dated July 25, 2012; (iii) Form of Certificate representing the Series B Preferred Stock; and (iv) validity opinion with respect to the Series B Preferred Stock.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are being filed as part of this report:

Exhibit Description

1.1

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Underwriting Agreement, dated as of July 24, 2012, between GECC and Barclays Capital Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and UBS Securities LLC as representatives of the underwriters, relating to the offer and sale of the Series B Preferred Stock.

3.1 Certificate of Designations of GECC with respect to the Series B Preferred Stock, dated July 25, 2012.

4.1 Form of Certificate representing the Series B Preferred Stock.

5.1 Opinion of Alan M. Green, regarding validity of the Series B Preferred Stock.

23.1 Consent of Alan M. Green is included in his opinion referred to in Exhibit 5.1 above.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

General Electric Capital Corporation  
(Registrant)

Date: July 27, 2012 /s/ Jamie S. Miller  
Jamie S. Miller  
Senior Vice President and Controller