

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
August 08, 2012

Filed  
Pursuant to  
Rule 433  
Dated  
August 7,  
2012  
Registration  
Statement  
No.  
333-178262

**GENERAL ELECTRIC CAPITAL CORPORATION**

**GLOBAL MEDIUM-TERM NOTES, SERIES A**

**(Senior Unsecured Floating 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, 2011 filed with the Securities and Exchange Commission and in the Prospectus and Prospectus Supplement pursuant to which these notes are issued.***

|  |                                      |
|--|--------------------------------------|
| Issuer:                                | General Electric Capital Corporation |
| Trade Date:                            | August 7, 2012                       |
| Settlement Date (Original Issue Date): | August 13, 2012                      |
| Maturity Date:                         | February 13, 2014                    |
| Principal Amount:                      | US \$100,000,000                     |
| Price to Public (Issue Price):         | 100.000%                             |
| Agents Commission:                     | 0.10%                                |
| All-in Price:                          | 99.90%                               |
| Net Proceeds to Issuer:                | US \$99,900,000                      |
| Interest Rate Basis (Benchmark):       | LIBOR, as determined by Reuters      |
| Index Currency:                        | U.S. Dollars                         |
| Spread (Plus or Minus):                | Plus 0.38%                           |
| Index Maturity:                        | Three Months                         |
| Interest Payment Period:               | Quarterly                            |
| Interest Payment Dates:                |                                      |

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form FWP

Quarterly on the 13<sup>th</sup> day of each May, August, November, and February, commencing November 13, 2012 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business Days prior to the Original Issue Date

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

---

Page 2  
 Filed  
 Pursuant to  
 Rule 433  
 Dated  
 August 7,  
 2012  
 Registration  
 Statement  
 No.  
 333-178262

Interest Determination Date: Quarterly, two London Business Days prior to each Interest Reset Date  
 Day Count Convention: Actual/360, Modified Following Adjusted  
 Business Day Convention: New York  
 Method of Settlement: The Depository Trust Company  
 Trustee: The Bank of New York Mellon  
 Denominations: Minimum of \$2,000 with increments of \$1,000 thereafter.  
 Call Dates (if any): Not Applicable  
 Call Notice Period: Not Applicable  
 Put Dates (if any): Not Applicable  
 Put Notice Period: Not Applicable  
 CUSIP: 36962G6D1  
 ISIN: US36962G6D14

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 100.000% of the aggregate principal amount less an underwriting discount equal to 0.10% of the principal amount of the Notes.

Institution

| <b>Lead</b>      | Commitment    |
|------------------|---------------|
| <b>Managers:</b> |               |
| Citigroup        |               |
| Global           | \$90,000,000  |
| Markets          |               |
| Inc.             |               |
| Mischler         |               |
| Financial        | \$10,000,000  |
| Group, Inc.      |               |
| Total            | \$100,000,000 |

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

CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

---

Page 3  
Filed  
Pursuant to  
Rule 433  
Dated  
August 7,  
2012  
Registration  
Statement  
No.  
333-178262

**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 Underwriters participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-877-858-5407 or Mischler Financial Group, Inc. toll-free at 1-800-820-0640.**

---