

GENERAL ELECTRIC CAPITAL CORP
Form FWP
November 08, 2012

Filed Pursuant to Rule 433
Dated November 8, 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: | November 8, 2012 |
| Settlement Date (Original Issue Date): | November 16, 2012 |
| Maturity Date: | May 16, 2014 |
| Principal Amount: | US \$35,000,000 |
| Price to Public (Issue Price): | 100.000% |
| Agents Commission: | 0.10% |
| All-in Price: | 99.90% |
| Net Proceeds to Issuer: | US \$34,965,000 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by Reuters |
| Index Currency: | U.S. Dollars |
| Spread (Plus or Minus): | Plus 0.20% |
| Index Maturity: | Three Months |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on the 16 th day of each February, May, August, and November, commencing February 16, 2013 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 |

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: 36962G6J8
 ISIN: US36962G6J83

Plan of Distribution:

The Notes are being purchased by the underwriter listed below (the "Underwriter"), 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.

| <u>Institution</u> | Commitment |
|---------------------------------------------------|--------------|
| Lead Manager: | |
| Merrill Lynch, Pierce Fenner & Smith Incorporated | \$35,000,000 |
| Total | \$35,000,000 |

The Issuer has agreed to indemnify the Underwriter 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.

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 or the Underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce Fenner & Smith toll-free at 1-800-294-1322.

