

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
April 26, 2012

Filed Pursuant to Rule 433  
Dated April 24, 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.*

<b>Issuer:</b>	General Electric Capital Corporation
<b>Trade Date:</b>	April 24, 2012
<b>Settlement Date (Original Issue Date):</b>	April 27, 2012
<b>Maturity Date:</b>	April 24, 2014
<b>Principal Amount:</b>	US \$1,100,000,000
<b>Price to Public (Issue Price):</b>	100.00%
<b>Agents Commission:</b>	0.15%
<b>All-in Price:</b>	99.85%
<b>Net Proceeds to Issuer:</b>	US \$1,098,350,000
<b>Interest Rate Basis (Benchmark):</b>	LIBOR, as determined by Reuters
<b>Index Currency:</b>	U.S. Dollars
<b>Spread (Plus or Minus):</b>	Plus 0.70%
<b>Index Maturity:</b>	Three Months
<b>Interest Payment Period:</b>	Quarterly
<b>Interest Payment Dates:</b>	Quarterly on the 24 <sup>th</sup> day of each January, April, July and October, commencing July 24, 2012 and ending on the Maturity Date
<b>Initial Interest Rate:</b>	To be determined two London Business Days prior to the Original Issue Date
<b>Interest Reset Periods and Dates:</b>	Quarterly on each Interest Payment Date

---

Page 2  
 Filed Pursuant to Rule 433  
 Dated April 24, 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

**Denominations:** Minimum of \$2,000 with increments of \$1,000 thereafter.

**CUSIP:** 36962G5X8

**ISIN:** US36962G5X86

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters ), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes.

Institution	Commitment
<b>Lead Managers:</b>	
Barclays Capital Inc.	\$258,500,000
Citigroup Global Markets Inc.	\$258,500,000
Deutsche Bank Securities Inc.	\$258,500,000
Morgan Stanley & Co. LLC	\$258,500,000
<b>Co-Managers:</b>	
Blaylock Robert Van, LLC	\$11,000,000
CastleOak Securities, L.P.	\$11,000,000
Lebenthal & Co., LLC	\$11,000,000
Mischler Financial Group, Inc.	\$11,000,000
Samuel A. Ramirez & Company, Inc.	\$11,000,000
The Williams Capital Group, L.P.	\$11,000,000
<b>Total</b>	<b>\$1,100,000,000</b>

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

Page 3  
Filed Pursuant to Rule 433  
Dated April 24, 2012  
Registration Statement No. 333-178262

**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, Citigroup Global Markets Inc. at 1-877-858-5407, Deutsche Bank Securities Inc. at 1-800-503-6411, or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**

---