

GENERAL ELECTRIC CAPITAL CORP
Form FWP
December 06, 2012

Filed Pursuant to Rule 433
Dated December 5, 2012
Registration Statement No. 333-178262

GENERAL ELECTRIC CAPITAL CORPORATION

FLOATING RATE SENIOR SECURED NOTES due 2015

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:	December 5, 2012
Settlement Date (Original Issue Date):	December 12, 2012
Maturity Date:	December 11, 2015
Principal Amount:	US \$300,000,000
Price to Public (Issue Price):	100%
Structuring Agent Fee	0.10%
Agents Commission:	0.20%
All-in Price:	99.700%
Net Proceeds to Issuer:	US \$299,100,000
Interest Rate Basis (Benchmark):	LIBOR, as determined by Reuters
Index Currency:	U.S. Dollars
Spread (Plus or Minus):	Plus 0.60%
Index Maturity:	Three Months
Interest Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on the 11 th day of December, March, June, and September, commencing March 11, 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
Denominations:	Minimum of \$1,000 with increments of \$1,000 thereafter

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Make Whole Call: At any time at a discount margin of LIBOR plus 0 basis points

Business Days: New York

Put Notice Period: None

Method of Settlement: Depository Trust Company

Trustee: The Bank of New York Mellon

Security: The notes will have the benefit of a security interest in certain aircraft, subject to Permitted Collateral Liens and exceptions as set forth in the prospectus supplement. As set forth in the prospectus supplement, the initial aircraft collateral pool will consist of 137 aircraft

CUSIP: 36962G6N9

ISIN: US36962G6N95

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters), as principal, at 100% of the aggregate principal amount less an underwriting discount equal to 0.20% of the principal amount of the Notes.¹

Institution	Commitment
Lead Managers:	
Goldman, Sachs & Co.	\$ 150,000,000
Citigroup Global Markets Inc.	\$ 120,000,000
Passive Bookrunners:	
BNP Paribas Securities Corp.	\$ 15,000,000
Credit Agricole Securities (USA) Inc.	\$ 15,000,000
Total	\$ 300,000,000

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.

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 Citigroup Global Markets Inc. toll-free at 1-877-858-5407 and Goldman, Sachs & Co. toll-free at 1-866-471-2526.

¹ Excludes a structuring fee of 0.10% of the public offering price in aggregate to be paid to Goldman, Sachs & Co.

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GENERAL ELECTRIC CAPITAL CORPORATION

1.000% SENIOR SECURED NOTES due 2015

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:	December 5, 2012
Settlement Date (Original Issue Date):	December 12, 2012
Maturity Date:	December 11, 2015
Principal Amount:	US \$1,000,000,000
Price to Public (Issue Price):	99.900%
Structuring Agent Fee	0.10%
Agents Commission:	0.20%
All-in Price:	99.600%
Net Proceeds to Issuer:	US \$996,000,000
Treasury Benchmark:	0.375% due November 15, 2015
Treasury Yield:	0.314%
Spread to Treasury Benchmark:	Plus 0.72%
Reoffer Yield:	1.034%
Interest Rate Per Annum:	1.000%
Interest Payment Dates:	Semi-annually on the 11 th day of each December and June, commencing June 11, 2013 and ending on the Maturity Date
Day Count Convention:	30/360, Following Unadjusted
Business Days:	New York
Denominations:	Minimum of \$1,000 with increments of \$1,000 thereafter
Make Whole Call:	At any time at a discount rate of Treasury plus 10 basis points
Put Notice Period:	None
Method of Settlement:	Depository Trust Company
Trustee:	The Bank of New York Mellon

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Security: The notes will have the benefit of a security interest in certain aircraft, subject to Permitted Collateral Liens and exceptions as set forth in the prospectus supplement. As set forth in the prospectus supplement, the initial aircraft collateral pool will consist of 137 aircraft

Method of Settlement: Depository Trust Company

CUSIP: 36962G6M1

ISIN: US36962G6M13

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters), as principal, at 99.900% of the aggregate principal amount less an underwriting discount equal to 0.200% of the principal amount of the Notes.¹

Institution	Commitment
Lead Managers:	
Goldman, Sachs & Co.	\$ 500,000,000
Citigroup Global Markets Inc.	\$ 400,000,000
Passive Bookrunners:	
BNP Paribas Securities Corp.	\$ 50,000,000
Credit Agricole Securities (USA) Inc.	\$ 50,000,000
Total	\$ 1,000,000,000

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

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¹ Excludes a structuring fee of 0.10% of the public offering price in aggregate to be paid to Goldman, Sachs & Co.

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GENERAL ELECTRIC CAPITAL CORPORATION

2.100% SENIOR SECURED NOTES due 2019

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Issuer:	General Electric Capital Corporation
Trade Date:	December 5, 2012
Settlement Date (Original Issue Date):	December 12, 2012
Maturity Date:	December 11, 2019
Principal Amount:	US \$400,000,000
Price to Public (Issue Price):	99.922%
Structuring Agent Fee	0.10%
Agents Commission:	0.385%
All-in Price:	99.437%
Net Proceeds to Issuer:	US \$397,748,000
Treasury Benchmark:	1.000% due November 30, 2019
Treasury Yield:	1.012%
Spread to Treasury Benchmark:	Plus 1.100%
Reoffer Yield:	2.112%
Interest Rate Per Annum:	2.100%
Interest Payment Dates:	Semi-annually on the 11 th day of each December and June, commencing June 11, 2013 and ending on the Maturity Date
Day Count Convention:	30/360, Following Unadjusted
Business Days:	New York
Denominations:	Minimum of \$1,000 with increments of \$1,000 thereafter
Make Whole Call:	At any time at a discount rate of Treasury plus 15 basis points
Put Notice Period:	None
Method of Settlement:	Depository Trust Company
Trustee:	The Bank of New York Mellon

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Security: The notes will have the benefit of a security interest in certain aircraft, subject to Permitted Collateral Liens and exceptions as set forth in the prospectus supplement. As set forth in the prospectus supplement, the initial aircraft collateral pool will consist of 137 aircraft

Method of Settlement: Depository Trust Company

CUSIP: 36962G6P4

ISIN: US36962G6P44

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the Underwriters), as principal, at 99.922% of the aggregate principal amount less an underwriting discount equal to 0.385% of the principal amount of the Notes.¹

Institution	Commitment
Lead Managers:	
Goldman, Sachs & Co.	\$ 200,000,000
Citigroup Global Markets Inc.	\$ 160,000,000
Passive Bookrunners:	
BNP Paribas Securities Corp.	\$ 20,000,000
Credit Agricole Securities (USA) Inc.	\$ 20,000,000
Total	\$ 400,000,000

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

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¹ Excludes a structuring fee of 0.10% of the public offering price in aggregate to be paid to Goldman, Sachs & Co.