

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
May 10, 2013

Filed Pursuant to Rule 433  
Dated May 9, 2013  
Registration Statement No. 333-178262

**GENERAL ELECTRIC CAPITAL CORPORATION**

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

**(Senior Unsecured Fixed 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, 2012 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

**Expected Ratings\*:** A1 (stable) / AA+ (stable) (Moody's / S&P)

**Trade Date:** May 9, 2013

**Settlement Date (Original Issue Date):** May 16, 2013

**Maturity Date:** May 16, 2053

**Optional Redemption:** The Notes will be redeemable at our option, in whole or in part, at any time on or after May 16, 2018, upon not less than 30 nor more than 60 days' notice, at a redemption price equal to 100% of the principal amount redeemed plus accrued and unpaid interest to the redemption date. Additionally, we may at any time repurchase Notes at any price in the open market and may hold, resell or surrender such Notes to the Trustee for cancellation. You will not have the right to require us to repay Notes prior to Maturity. The Notes are not subject to any sinking fund provision.

**Principal Amount:** US \$750,000,000

**Price to Public (Issue Price):** 100.00%

**Agents Commission:** \$23,625,000

**All-in Price:** 96.85%

**Net Proceeds to Issuer:** US \$726,375,000

**Reoffer Yield:** 4.70%

**Interest Rate Per Annum:** 4.70%

**Interest Payment Dates:** Quarterly on the 16<sup>th</sup> day of each February, May, August and November, commencing August 16, 2013 and ending on the Maturity Date

Page 2  
 Filed Pursuant to Rule 433  
 Dated May 9, 2013  
 Registration Statement No. 333-178262

**Day Count Convention:** 30/360, Following Unadjusted  
**Business Day Convention:** New York  
**Denominations:** Minimum of \$25 with increments of \$25 thereafter  
**Put Dates (if any):** None  
**Put Notice Period:** None  
**Listing:** We intend to apply to list the Notes on the New York Stock Exchange  
**CUSIP:** 369622394  
**ISIN:** US3696223946

\*Note: A securities rating is not a recommendation to buy, sell or hold securities, and may be subject to change or withdrawal at any time.

**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 3.15% of the principal amount of the Notes.

<u>Institution</u>	<u>Commitment</u>
<b>Lead Managers:</b>	
Morgan Stanley & Co. LLC	\$152,343,750
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$152,343,750
UBS Securities LLC	\$152,343,750
Wells Fargo Securities, LLC	\$152,343,750
<b>Co-Managers:</b>	
Citigroup Global Markets Inc	
Incapital Holdings, LLC	
J.P. Morgan Securities LLC	\$15,000,000
RBC Capital Markets, LLC	\$15,000,000
	\$15,000,000

\$15,000,000

**Underwriters:**

BNY Mellon Capital Markets, LLC	
HRC Investment Services, Inc	
Janney Montgomery Scott LLC	\$5,625,000
Oppenheimer & Co. Inc.	\$5,625,000
Raymond James & Associates, Inc.	\$5,625,000
Robert W. Baird & Co. Incorporated	\$5,625,000
Advisors Asset Management	\$5,625,000
BB&T Capital Markets	\$5,625,000
Blaylock Robert Van, LLC	\$1,875,000
C. L. King & Associates, Inc.	\$1,875,000
CastleOak Securities, L.P.	\$1,875,000
City Securities Corporation	\$1,875,000
D.A. Davidson & Co.	\$1,875,000
Davenport & Company LLC	
Drexel Hamilton, LLC	\$1,875,000
J.J.B. Hilliard, L.L. Lyons, LLC	\$1,875,000
Keefe, Bruyette & Woods, Inc.	
Lebenthal & Co., LLC	\$1,875,000
Loop Capital Markets LLC	
Maxim Group LLC	\$1,875,000
Mesirow Financial, Inc.	
Mischler Financial Group, Inc.	\$1,875,000
Ross, Sinclair & Associates, LLC	
Samuel A. Ramirez & Company Inc.	\$1,875,000
Southwest Securities Inc.	
Sterne, Agee & Leach, Inc.	\$1,875,000
Stockcross Financial Services, Inc.	
The Williams Capital Group, L.P.	\$1,875,000
Wedbush Morgan Securities Inc.	
William Blair & Company, L.L.C.	\$1,875,000
Ziegler Capital Markets Group	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000
	\$1,875,000

	\$1,875,000
	\$1,875,000
	\$1,875,000
Total	\$750,000,000

**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](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 Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, UBS Securities LLC toll-free at 1-877-827-6444 ext.561-3884, or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.**

---