

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
May 17, 2012

Filed Pursuant to Rule 433  
Dated May 15, 2012  
Registration Statement No. 333-178262

GENERAL ELECTRIC CAPITAL CORPORATION

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

**(Senior Unsecured Fixed Rate-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.***

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|--|---|
| Issuer:                                | General Electric Capital Corporation                          |
| Trade Date:                            | May 15, 2012  |
| Settlement Date (Original Issue Date): | May 30, 2012  |
| Maturity Date:                         | May 30, 2017  |
| Principal Amount:                      | US\$100,000,000   |
| Price to Public (Issue Price):         | 100.00%   |
| Underwriters Commission:               | 1.00%   |
| All-in Price:                          | 99.00%  |
| Net Proceeds to Issuer:                | US\$99,000,000  |
| Fixed Rate Provisions                  |   |
| Fixed Rate Period:                     | From and including May 30, 2012 to but excluding May 30, 2013 |
| <b>Re-Offer Yield:</b>                 | <b>1.50 %</b>   |

**Fixed Interest Rate:**

1.50 %

Fixed Rate Interest Payment Dates: August 30, 2012, November 30, 2012, February 28, 2013 and May 30, 2013

Day Count Convention: 30/360, Modified Following, Unadjusted

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**Floating Rate Provisions**

From and including May 30, 2013 to but excluding the Maturity Date

**Floating Rate Period:**

**Interest Rate Basis**

**(Benchmark):**

LIBOR, as determined by reference to Reuters

**Index Currency:**

U.S. Dollars

**Spread (plus or minus):**

Plus 1.00%

**Index Maturity:**

Three Months

**Index Payment Period:**

Quarterly

**Floating Rate Interest**

**Payment Dates:**

Quarterly on each February 28 (or in the case of a leap year February 29), May 30, August 30 and November 30, beginning August 30, 2013 and ending on the Maturity Date

**Initial Interest Rate:**

To be determined two London Business Days prior to May 30, 2013

Minimum Interest Rate: 1.45% per annum

**Interest Reset Periods and**

**Dates:**

Quarterly on each scheduled Floating Rate Interest Payment Date; provided that the initial Interest Reset Date shall be May 30, 2013

**Interest Determination**

**Dates:** Quarterly, two London Business Days prior to each Interest Reset Date at the start of such Interest Payment Period

**Day Count Convention:**

30/360, Modified Following, Unadjusted

Business Day Convention: New York

Method of Settlement: Depository Trust Company

Trustee: The Bank of New York Mellon

**Denominations:**

Minimum of \$1,000 with increments of \$1,000 thereafter

**Call Dates (if any):**

Not Applicable

**Call Notice Period:**

Not Applicable

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Put Dates (if any): Not Applicable

Put Notice Period: Not Applicable

**CUSIP:** 36962G5Y6

**ISIN:** US36962G5Y69

**Additional Terms:**

*Interest*

Interest on the Notes for the period from and including May 30, 2012 to but excluding May 30, 2013 (the “Fixed Rate Period”) will be payable quarterly in U.S. Dollars on August 30, 2012, November 30, 2012, February 28, 2013, and May 30, 2013 (the “Fixed Rate Interest Payment Dates”); provided that, if any such day falls on a day that is not a Business Day, it will be postponed to the following Business Day and interest thereon will not continue to accrue, except that if such following Business Day would fall in the next calendar month, the Interest Payment Date will be the immediately preceding Business Day. During the Fixed Rate Period, the interest on the Notes will be equal to 1.50% per annum. During the Fixed Rate Period, interest will be computed and paid on a 30/360 basis (based upon the number of days elapsed in each month in a 360-day year of twelve 30-day months).

Interest on the Notes for the period from and including May 30, 2013 to but excluding the Maturity Date (the “Floating Rate Period”) will be payable in U.S. Dollars quarterly, in arrears, on each February 28 (or in the case of a leap year February 29), May 30 August 30, and November 30, beginning August 30, 2013 (each a “Floating Rate Interest Payment Date”); provided that, if any such day falls on a day that is not a Business Day, it will be postponed to the following Business Day and interest thereon will not continue to accrue, except that if such following Business Day would fall in the next calendar month, the Interest Payment Date will be the immediately preceding Business Day. During the Floating Rate Period, the interest rate on the Notes will be equal to the sum of three month USD LIBOR plus 1.00%; provided that such interest rate shall at all times equal or exceed 1.45% per annum (the “Minimum Interest Rate”). The initial floating rate will be determined two London Business Days prior to May 30, 2013, based on three month USD LIBOR plus 1.00%. During the Floating Rate Period, the interest rate will be reset quarterly on each scheduled Floating Rate Interest Payment Date (the “Interest Reset Date”), and will be determined quarterly, two London Business Days prior to each Interest Reset Date. During the Floating Rate Period, interest will be computed and paid on a 30/360 basis (based upon the number of days elapsed in each month in a 360-day year of twelve 30-day

months).

**Plan of Distribution:**

The Notes are being purchased by Morgan Stanley & Co. LLC (the "Underwriter"), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 1.00% of the principal amount of the Notes.

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

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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) or by accessing the links below. 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. Incorporated toll-free at (866) 718-1649** or Investor Communications of the issuer at 1-203-357-3950.

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