

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form FWP

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
September 18, 2013

[Filed Under Rule 433, Registration Statement No. 333-178262](#)  
[Pricing Supplement No. 453 Dated Monday, September 16, 2013](#)  
[\(To: Prospectus Dated December 5, 2012 , as supplemented by Prospectus Supplement Dated May 17, 2013\)](#)

CUSIP Number	Selling Price	Gross Concession	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor's Option	Product Ranking
36966TJS2	100%	2.500%	Fixed	4.250%	SEMI-ANNUAL	09/15/2028	03/15/2014	\$19.95	Yes	Senior Unsecured Notes

**Redemption Information:** Non-Callable

*Investing in these notes involves risks (See "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission).*

<p>General Electric Capital Corporation</p>	<p>Offering Dates: Monday, September 16, 2013 through Monday, September 23, 2013 Trade Date: Monday, September 23, 2013 @ 12:00 PM ET Settlement Date: Thursday, September 26, 2013 Minimum Denomination/Increments:\$1,000.00/\$1,000.00 Initial trades settle flat and clear SDFS: DTC Book Entry only DTC number: 0235 via RBC Dain Rauscher Inc.</p> <p>Agents: BofA Merrill Lynch, Incapital, LLC, Citigroup, Morgan Stanley, UBS Investment Bank, Wells Fargo Advisors, LLC</p> <p>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 <a href="http://www.sec.gov">www.sec.gov</a>. Alternatively, the issuer, Incapital Holdings LLC, or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Incapital Holdings LLC at 1-312-379-3755 or Investor Communications of the issuer at 1-203-357-3950.</p> <p><i>* GE CAPITAL is the registered trademark of General Electric Capital Corporation.</i></p> <p><i>InterNotes® is a registered trademark of Incapital Holdings, LLC.</i> <i>All rights reserved.</i></p>	<p><a href="#">General Electric Capital Corporation</a> <a href="#">GE Capital® InterNotes® Prospectus Supplement Dated May 17, 2013 to Prospectus Dated December 5, 2012</a></p>
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368 A <sup>(1)</sup> 149,987 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units ("RSUs")	(2)	10/21/2015		M	697	(3) (3)	Class B Common Stock	697
Class B Common Stock	(1)	10/21/2015		M	697	(1) (1)	Class A Common Stock	697
Class B Common Stock	(1)	10/21/2015		F	329	(1) (1)	Class A Common Stock	329
Class B Common Stock	(1)	10/21/2015		C	368	(1) (1)	Class A Common Stock	368

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Malone Nicholas  
C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL  
BOSTON, MA 02116

Chief Administrative Officer

## Signatures

/s/ Enrique Colbert, Attorney-in-Fact for Nicholas Malone

10/23/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will automatically convert into one share of Class A Common

(1) Stock (a) upon transfer thereof, subject to certain exceptions, (b) upon the date on which the outstanding shares of Class B Common Stock represent less than 10% of the aggregate number of shares of the then outstanding Class A Common Stock and Class B Common Stock, or (c) in the event that holders of at least 66 2/3% of the then outstanding shares of Class B Common Stock elect to convert all shares of Class B Common Stock into shares of Class A Common Stock.

(2) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.

These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is

(3) satisfied as to 1/5th of the shares on June 21, 2012 and as to an additional 1/60th of the shares for each month of continuous service thereafter. The event condition was satisfied on the closing of the issuer's initial public offering of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.