

GENERAL ELECTRIC CAPITAL CORP
Form FWP
January 27, 2012

Filed Pursuant to Rule 433
Dated January 25, 2012

Registration Statement: No. 333-178262

General Electric Capital Corporation

NZD 300 Million Global Medium Term Notes, Series A New Issue

Indicative Terms and Conditions

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, 2010 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 |
| Instrument: | NZD Fixed Rate Senior Unsecured Notes |
| Lead Managers: | Australia and New Zealand Banking Group Limited, Deutsche Bank Securities Inc. |
| Issue Amount: | NZD 300 million |
| Status: | Senior, unsecured obligations of the Issuer |
| Maturity Date: | 1 st February 2017 |
| Trade Date: | 25 th January 2012 [T+5] |
| Settlement Date: | 1 st February 2012 |
| Coupon: | 5.500% |
| Benchmark: | NZGB 6.00% due 15 December 2017 |
| Benchmark Yield: | 3.460 percent per annum |
| Re-Offer Price: | 99.741% |
| Re-Offer Yield: | 5.560 semi annual |
| Re-Offer Spread: | NZGB 6.00% due 15 December 2017 + 210 bps area Semi / qtrly MS + 208 bps area |
| Fees: | 32.5 bps |
| All-in Price: | 99.416% |
| Net Proceeds: | NZD 298,248,000 |
| Coupon Payment Dates: | Each August 1 and February 1, commencing August 1, 2012 and ending on the Maturity Date |
| Day Count: | Actual /Actual (ICMA) |
| Business Days: | New York and Wellington |
| Governing Law: | New York |
| Form and Documentation: | Registered note under the Issuer's Global MTN Program |
| Business Day Convention: | Following Unadjusted |
| Denominations: | NZD 5,000 and integral multiples of NZD 5,000 in excess thereof |
| Call Dates (if any): | Not Applicable |

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| Call Notice Period: | Not Applicable |
| Put Dates (if any): | Not Applicable |
| Put Notice Period: | Not Applicable |
| Clearing and Settlement: | Euroclear and Clearstream |
| CUSIP: | 36962G5R1 |
| ISIN: | XS0740224307 |

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively the “Underwriters”), as principal, at 99.741% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

| | |
|---|---------------|
| Australia and New Zealand Banking Group Limited | \$223,000,000 |
| Deutsche Bank Securities Inc. | \$73,000,000 |

Co Managers:

| | |
|----------------------|-------------|
| Bank Vontobel AG | \$2,000,000 |
| Zürcher Kantonalbank | \$2,000,000 |

| | |
|-------|---------------|
| Total | \$300,000,000 |
|-------|---------------|

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

Australia and New Zealand Banking Group Limited is not a U.S. registered broker-dealer, and therefore, to the extent it intends to effect any sales of the notes in the United States, it will do so through ANZ Securities, Inc. or another U.S. registered broker-dealer in accordance with the applicable U.S. securities laws and regulations, and as permitted by the regulations of the Financial Industry Regulatory Authority, Inc.

Investors should read the discussion under "United States Tax Considerations" in the accompanying prospectus supplement and note, in particular, the tax consequences of investing in notes denominated in a currency other than U.S. dollars that are issued without original issue discount. In addition, if a U.S. holder (as defined in the prospectus supplement) recognizes a loss upon a sale, exchange or retirement of a note above certain thresholds, the holder may be required to file a disclosure statement with the Internal Revenue Service.

CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

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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 EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Australia and New Zealand Banking Group Limited toll-free at 1-800-477-9173 or Deutsche Bank Securities Inc. toll-free at 1-800-503-4611.
