

GENERAL ELECTRIC CAPITAL CORP
 Form 424B3
 January 27, 2012

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------------------|-----------------------------------------|-----------------------------------|
| Senior Notes | NZD 300,000,000 | \$27,706.84* |

* Reflects an exchange rate of US\$0.8059=NZD\$1, as per the rate of exchange in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York for January 20, 2012.

PROSPECTUS Pricing Supplement Number: 5263
 Dated December 1, 2011 Filed Pursuant to Rule 424(b)(3)
PROSPECTUS SUPPLEMENT Dated January 25, 2012
 Dated December 1, 2011 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.

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: 1st February 2017
 Trade Date: 25th January 2012 [T+5]
 Settlement Date: 1st 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

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

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

Filed Pursuant to Rule 424(b)(3)

Dated January 25, 2012

Registration Statement: No. 333-178626

| | |
|--------------------------|-----------------------------------------------------------------|
| 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 |
| 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.

Filed Pursuant to Rule 424(b)(3)

Dated January 25, 2012

Registration Statement: No. 333-178626

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.

Legal Matters:

In the opinion of Fred A. Robustelli, as counsel to the Company, when the securities offered by this prospectus supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such securities will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors generally, including, without limitation, the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies, regardless of whether enforceability is considered in a proceeding of equity or law, provided that such counsel expresses no opinion as to the effect of any waiver of stay, extension or usury laws or provisions relating to indemnification, exculpation or contribution, to the extent that such provisions may be held unenforceable as contrary to federal or state securities laws, on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated December 1, 2011, which has been filed as Exhibit 5.1 to the Company's registration statement on Form S-3 filed with the Securities and Exchange Commission on December 1, 2011.
