

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
May 08, 2009

Filed Pursuant to Rule 433

Dated May 6, 2009

Registration Statement: No. 333-156929

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

This debt is not guaranteed under the Federal Deposit Insurance Corporations Temporary Liquidity Guarantee Program. The notes offered hereby are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

**Investing in these Notes involves risks. See "Risk Factors" in Item 1A of our Quarterly Report on Form 10-Q and our Annual Report on Form 10-K both filed with the Securities and Exchange Commission.**

|  |                                      |
|--|--------------------------------------|
| Issuer:                                | General Electric Capital Corporation |
| Ratings:                               | Aa2 (stable) / AA+ (stable)          |
| Trade Date:                            | May 6, 2009                          |
| Settlement Date (Original Issue Date): | May 13, 2009                         |
| Maturity Date:                         | May 13, 2014                         |
| Principal Amount:                      | US \$2,000,000,000                   |
| Price to Public (Issue Price):         | 99.889%                              |
| Agents Commission:                     | 0.325%                               |
| All-in Price:                          | 99.564%                              |
| Net Proceeds to Issuer:                | US \$1,991,280,000                   |
| Treasury Benchmark:                    | 1.875% due April 30, 2014            |
| Treasury Yield:                        | 2.051%                               |
| Spread to Treasury Benchmark:          | Plus 3.875%                          |
| Reoffer Yield:                         | 5.926%                               |
| Interest Rate Per Annum:               | 5.900%                               |

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Interest Payment Dates: Semi-annually on the 13<sup>th</sup> day of each May and November, commencing November 13, 2009 and ending on the Maturity Date

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Day Count Convention: 30/360

Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter.

Call Notice Period: None

Put Dates (if any): None

Put Notice Period: None

CUSIP: 36962G4C5

ISIN: US36962G4C58

Common Code: 042844845

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.889% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

|                                    |               |
|------------------------------------|---------------|
| Barclays Capital Inc.              | \$380,000,000 |
| Credit Suisse Securities (USA) LLC | \$380,000,000 |
| Goldman, Sachs & Co.               | \$380,000,000 |

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|                                   |                 |
|-----------------------------------|-----------------|
| HSBC Securities (USA) Inc.        | \$380,000,000   |
| Morgan Stanley & Co. Incorporated | \$380,000,000   |
| Co-Managers:                      |                 |
| Blaylock Robert Van, LLC          | \$20,000,000    |
| CastleOak Securities, L.P.        | \$20,000,000    |
| Samuel Ramirez & Co., Inc.        | \$20,000,000    |
| Utendahl Capital Group, LLC       | \$20,000,000    |
| The Williams Capital Group, L.P.  | \$20,000,000    |
| Total                             | \$2,000,000,000 |

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

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Additional Information

General

At the quarter ended March 31, 2009, we had outstanding indebtedness totaling \$489.177 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at March 31, 2009, excluding subordinated notes and debentures payable after one year, was equal to \$479.681 billion.

Consolidated Ratio of Earnings to Fixed Charges

The information contained in the Prospectus under the caption "Consolidated Ratio of Earnings to Fixed Charges" is hereby amended in its entirety, as follows:

| <u>Year Ended December 31,</u> |             |             |             |             | <u>Three<br/>Months<br/>Ended</u> |
|--------------------------------|-------------|-------------|-------------|-------------|-----------------------------------|
| <u>2004</u>                    | <u>2005</u> | <u>2006</u> | <u>2007</u> | <u>2008</u> | <u>March 31,<br/>2009</u>         |
| 1.82                           | 1.66        | 1.63        | 1.56        | 1.24        | 0.97                              |

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, noncontrolling interests, discontinued operations and undistributed earnings of equity investees.

Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which is considered to be representative of the interest factor of such rentals.

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 underwriters participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-227-2275 ext. 2663, **faxing a request to Credit Suisse at 1-212-325-8057, calling Goldman, Sachs & Co. at 1-866-471-2526, HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, and Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649 or Investor Communications of the issuer at 1-203-357-3950.**