

GENERAL ELECTRIC CAPITAL CORP
Form FWP
January 07, 2015

Filed Pursuant to Rule 433
Dated January 6, 2015
Registration Statement No. 333-200440

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed 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, 2013 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
Ranking:	Senior
Trade Date:	January 6, 2015
Settlement Date (Original Issue Date):	January 9, 2015
Maturity Date:	January 9, 2020
Principal Amount:	US \$2,000,000,000
Price to Public (Issue Price):	99.939%
Agents Commission:	0.325%
All-in Price:	99.614%
Net Proceeds to Issuer:	US \$1,992,280,000
Treasury Benchmark:	1.625% due December 31, 2019
Treasury Yield:	1.463%
Spread to Treasury Benchmark:	Plus 0.750%
Reoffer Yield:	2.213%
Interest Rate Per Annum:	2.200%
Interest Payment Dates:	Semi-annually on the 9 th day of each January and July, commencing July 9, 2015 and ending on the Maturity Date
Call Dates:	The notes will not be subject to redemption at General Electric Capital Corporation's option at any time prior to December 9, 2019. The notes may be redeemed in whole or in part on December 9, 2019 at General Electric

Capital Corporation's option at a redemption price equal to 100.00% of the principal amount of the notes plus accrued interest thereon to but excluding the date of redemption

Call Notice Period: At least 30 calendar days but not more than 60 calendar days
Put Dates (if any): None
Day Count Convention: 30/360, Following Unadjusted
Business Day Convention: New York

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Denominations: Minimum of \$1,000 with increments of
 \$1,000 thereafter
CUSIP: 36962G7M0
ISIN: US36962G7M04
Plan of Distribution:

The Notes are being purchased by the underwriter listed below (the "Underwriter"), as principal, at 99.939% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

<u>Institution</u>	<u>Commitment</u>
Lead Managers:	
Citigroup Global Markets Inc.	\$465,000,000
Goldman, Sachs & Co.	\$465,000,000
J.P. Morgan Securities LLC	\$465,000,000
Morgan Stanley & Co. LLC	\$465,000,000
Co-Managers:	
Blaylock Beal Van, LLC	\$20,000,000
CastleOak Securities, L.P.	\$20,000,000
Lebenthal & Co., LLC	\$20,000,000
Loop Capital Markets LLC	\$20,000,000
Mischler Financial Group, Inc.	\$20,000,000
Samuel A. Ramirez & Company, Inc.	\$20,000,000
The Williams Capital Group, L.P.	\$20,000,000
Total	\$2,000,000,000

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

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. Alternatively, the

Issuer or the underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Goldman, Sachs & Co. toll-free at 1-866-471-252, J.P. Morgan Securities LLC collect at 1-212-834-4533 or Morgan Stanley & Co. LLC toll free at 1-866-718-1649
