

GENERAL ELECTRIC CAPITAL CORP
Form FWP
October 26, 2009

Filed Pursuant to Rule 433

Dated October 22, 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 for the period ended March 31, 2009 and our Annual Report on Form 10-K for the year ended December 31, 2008 both filed with the Securities and Exchange Commission.

Issuer: General Electric Capital Corporation

Ratings: Aa2 (stable) / AA+ (stable)*

Trade Date: October 22, 2009

Settlement Date (Original Issue Date): October 27, 2009

Maturity Date: August 13, 2012

Principal Amount: US \$150,000,000

Price to Public (Issue Price): 101.939%

Agents Commission: 0.175%

All-in Price: 101.764%

Accrued Interest US \$1,079,166.67

Net Proceeds to Issuer: US \$153,725,166.67

Treasury Benchmark: 1.375% due October 15, 2012

Treasury Yield: 1.493%

Spread to Treasury Benchmark (Plus
or Minus): Plus 1.28%

Reoffer Yield: 2.773%

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Interest Rate Per Annum: 3.500%

*The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time. Each of the security ratings above should be evaluated independently of any other security rating.

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Interest Payment Dates: Semi-annually on the 13th of each February and August, commencing February 13, 2010 (short first coupon) and ending on the Maturity Date

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: 36962G4E1

ISIN: US36962G4E15

Common Code: 044667932

Plan of Distribution

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 101.939% of the aggregate principal amount less an underwriting discount equal to 0.175% of the principal amount of the Notes.

Institution

Commitment

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Book Runner:

Citigroup Global Markets Inc.	\$50,000,000
J.P. Morgan Securities Inc.	\$100,000,000

Total	\$150,000,000
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The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Additional Information

Reopening of Issue

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the Issuers issue of US\$ 1,500,000,000, principal amount of Fixed Rate Notes due August 13, 2012 as described in the Issuers pricing supplement number 4943 dated August 10, 2009.

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General

At the quarter ended June 30, 2009, we had outstanding indebtedness totaling \$498.096 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 June 30, 2009, excluding subordinated notes and debentures payable after one year, was equal to \$488.087 billion.

Consolidated Ratio of Earnings to Fixed Charges

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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>Six Months</u> <u>Ended</u>
<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>June 30,</u> <u>2009</u>
1.82	1.66	1.63	1.56	1.24	0.94

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.

As set forth above, GE Capitals ratio of earnings to fixed charges declined to 0.94:1 in the first six months of 2009 due to lower pre-tax earnings which were primarily driven by higher provisions for losses on financing receivables in connection with the challenging economic environment. As of June 30, 2009, the amount of earnings needed to achieve a one-to-one ratio of earnings to fixed charges was \$606 million.

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 underwriters participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. at 1-877-858-5407 **and J.P. Morgan Securities Inc. collect at 1-212-834-4533.**