

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

GENERAL ELECTRIC CAPITAL CORP

CIK: **40554** | IRS No.: **131500700** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-49874** | Film No.: **00000000**
SIC: **6172** Finance lessors

Business Address
260 LONG RIDGE RD
STAMFORD CT 06927
2033574000

PROSPECTUS
Dated July 12, 1993
PROSPECTUS SUPPLEMENT
Dated July 12, 1993

Pricing Supplement No. 1749
Dated January 20, 1994
Rule 424(b)(3)-Registration Statement
No. 33-58506
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GENERAL ELECTRIC CAPITAL CORPORATION
GLOBAL MEDIUM-TERM NOTES
(Principal-Indexed Fixed Rate Notes)

Series: A X B ___ C ___ Trade Date: January 14, 1994

Principal Amount (in Specified Currency): US\$30,000,000

Settlement Date (Original Issue Date): February 1, 1994

If Specified Currency is other than U.S. dollars,
equivalent amount in U.S. dollars: N/A

Maturity Date: February 1, 1995

Agent's Discount or Commission: 0.000%

Price to Public (Issue Price): 100.00%

Net Proceeds to Issuer (in Specified Currency): US\$30,000,000

Interest Rate: 4.5000%

Interest Payment Period:

___ Annual X Semi-Annual ___ Monthly ___ Quarterly

Interest Payment Dates if other than as set forth in the Prospectus
Supplement: August 1, 1994 and February 1, 1995.

Form of Notes:

The Notes will be issued in the form of a fully-registered global note deposited with or on behalf of The Depository Trust Company and will be available in book-entry form in minimum denominations of \$500,000.

TERMS NOT DEFINED HEREIN SHALL HAVE THE MEANING ASSIGNED TO THEM IN THE ATTACHED PROSPECTUS SUPPLEMENT. SEE "ADDITIONAL TERMS" ON THE

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Repayment, Redemption and Acceleration:

Optional Repayment Date: N/A
Annual Redemption Percentage Reduction: N/A
Initial Redemption Date: N/A
Modified Payment Upon Acceleration: N/A
Initial Redemption Percentage: N/A

Original Issue Discount

Amount of OID: N/A
Interest Accrual Date: N/A
Yield to Maturity: N/A
Initial Accrual Period OID: N/A

Amortizing Notes:

Amortization Schedule: N/A

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Indexed Notes:

The percentage of the face amount payable at maturity will be indexed to the 3 Year French Franc Swap Rate as described below. See "Additional Terms -- Redemption at Maturity."

Additional Terms:

Interest. Interest on the Notes will be payable on August 1, 1994 and on February 1, 1995 (each an "Interest Payment Date") at the rate of 4.5000% per annum. Interest will be computed and paid on the basis of a 360-day year of twelve 30-day months. In the event that any Interest Payment Date or the Maturity Date is not a Business Day (as defined below), interest on the Notes will be paid on the next succeeding Business Day and no interest on such payment shall accrue for the period from and after such Interest Payment Date or the Maturity Date.

Redemption at Maturity. The percentage of the face amount of the Notes to be paid on the Maturity Date shall be determined by the Determination Agent (as defined below) on the Determination Date (as defined below) in accordance with the following formula:

$$RP = 100\% + (10 \times (4.72\% - Ffr(SR)))$$

Where,

RP = Redemption Percentage (as defined below)
Ffr(SR) = 3 Year French Franc Swap Rate (as defined below);

provided, however, in no event shall the Redemption Percentage be less than 70%. Any amount in excess of 100% of the face amount of the Notes which is payable on the Maturity Date will represent interest on the Notes.

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Certain Defined Terms. As used herein, the terms set forth below shall have the following meanings:

"3 Year French Franc Swap Rate" means the spot offered three year French Franc fixed versus 3-month PIBOR swap rate (expressed as a percentage on an annual 30/360 day basis) as published by International Financing Review on Telerate Page 42284 under the caption "OFFER", as of 12:00 noon, London time, on the

Determination Date; provided that, if on the Determination Date, such rate does not appear on Telerate Page 42284, the Determination Agent (as defined below) will request each of five Reference Dealers (as defined below) to provide the Determination Agent with its offer quotation for a three year French Franc fixed versus 3-month French Franc PIBOR swap rate as of 12:00 noon, London time, on the applicable Interest Determination Date. If at least three quotations are received from the Reference Dealers, the Determination Agent will determine the 3 Year French Franc Swap Rate by computing the arithmetic mean of such quotations, discarding the highest and lowest quotation. If fewer than three quotations are received from the Reference Dealers, the Calculation Agent will compute the arithmetic mean without discarding the highest and lowest quotations. If on the Determination Date, no rate appears on Telerate Page 42284 and the Determination Agent does not receive at least one quote from the Reference Dealers, then the 3 Year French Franc Swap Rate shall be the last available spot offered three year French Franc fixed versus 3-month PIBOR swap rate (expressed as a percentage on an annual 30/360 day basis) as published by International Financing Review on Telerate Page 42284 under the caption "OFFER" prior to the Determination Date.

"Business Day" means any day other than a Saturday or Sunday or any other day on which banking institutions are generally authorized or obligated by law or regulation to close in New York, New York, Paris, France or London, England.

"Determination Agent" means Credit Suisse Financial Products.

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"Determination Date" means two business days prior to the Maturity Date, being the date on which the Determination Agent shall determine the Redemption Percentage of the Notes.

"Redemption Percentage" means the percentage (rounded up to three decimal places) of the principal amount of the Notes that an investor will receive on the Maturity Date. In no event will the Redemption Percentage be less than 70%.

"Reference Dealer" means any major bank or banking corporation selected in good faith by the Determination Agent (which may

include the Determination Agent) for the purpose of providing offered quotations on the 3 Year French Franc Swap Rate.

References herein to "French Francs" or "Ffr" are to the currency of the France.

Historical Rate Information.

The following table sets forth certain historical information with respect to the 3 Year French Franc Swap Rate, together with a computation of the hypothetical percentage of the original Principal Amount repayable at maturity (the "Redemption Percentage") had the Notes matured on such date.¹

| Month/Year | 3 Year French Franc Swap Rate | Redemption Percentage ² |
|------------|-------------------------------|------------------------------------|
| Jan. 1991 | 10.400% | 70.00% |
| Feb. 1991 | 9.650 | 70.00 |
| Mar. 1991 | 9.620 | 70.00 |
| Apr. 1991 | 9.390 | 70.00 |
| May 1991 | 9.360 | 70.00 |
| June 1991 | 9.580 | 70.00 |
| July 1991 | 9.800 | 70.00 |
| Aug. 1991 | 9.530 | 70.00 |
| Sep. 1991 | 9.470 | 70.00 |
| Oct. 1991 | 9.290 | 70.00 |
| Nov. 1991 | 9.500 | 70.00 |
| Dec. 1991 | 9.500 | 70.00 |

¹ Source: Credit Suisse Financial Products

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| Month/Year | 3 Year French Franc Swap Rate | Redemption Percentage ² |
|------------|-------------------------------|------------------------------------|
| Jan. 1992 | 9.040 | 70.00 |
| Feb. 1992 | 9.220 | 70.00 |
| Mar. 1992 | 9.540 | 70.00 |
| Apr. 1992 | 9.450 | 70.00 |

| | | |
|-----------|--------|-------|
| May 1992 | 9.235 | 70.00 |
| June 1992 | 9.490 | 70.00 |
| July 1992 | 9.950 | 70.00 |
| Aug. 1992 | 10.100 | 70.00 |
| Sep. 1992 | 9.200 | 70.00 |
| Oct. 1992 | 8.490 | 70.00 |
| Nov. 1992 | 8.580 | 70.00 |
| Dec. 1992 | 8.610 | 70.00 |
| | | |
| Jan. 1993 | 8.600 | 70.00 |
| Feb. 1993 | 8.120 | 70.00 |
| Mar. 1993 | 7.070 | 76.50 |
| Apr. 1993 | 7.190 | 75.30 |
| May 1993 | 6.730 | 79.90 |
| June 1993 | 6.115 | 86.05 |
| July 1993 | 6.125 | 85.95 |
| Aug. 1993 | 5.760 | 89.60 |
| Sep. 1993 | 5.805 | 89.15 |
| Oct. 1993 | 5.455 | 92.65 |
| Nov. 1993 | 5.395 | 93.25 |
| Dec. 1993 | 5.055 | 96.65 |

2 After application of the 70% minimum Redemption Percentage floor.

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Fluctuations in the 3 Year French Franc Swap Rate and the Redemption Percentage that have occurred in the past should not be taken as an indication of future performance during the term of the Notes. Fluctuations may occur in the 3 Year French Franc Swap Rate during the term of the Notes which are wider or more confined than those that have occurred historically. Accordingly, prospective investors should consult their own financial and legal advisors as to the risks entailed by an investment in the Notes and the suitability of the Notes in light of their particular circumstances.

Certain Investment Considerations

An investment in the Notes entails significant risks that are not associated with similar investments in a conventional fixed-rate debt security. The secondary market for the Notes will be affected by a number of factors, independent of the creditworthiness of the Company and the value of the 3 Year French Franc Swap Rate, including, but not limited to, the volatility of the 3 Year French Franc Swap Rate, the time remaining to the Maturity Date and market interest rates. No established secondary market exist for the Notes. Neither the Company nor the Agent referred to below under "Plan of distribution" can provide any assurance that there will be secondary market liquidity with respect to the Notes. See "Description of the Notes--Indexed Notes--Risk Factors" in the attached Prospectus Supplement.

The principal amount payable on the Maturity Date is inversely linked to the 3 Year French Franc Swap Rate. An increase in the 3 Year French Franc Swap Rate will decrease the amount of money an investor will receive in payment of principal on the Notes on the Maturity Date and vice versa. In addition, the formula used to determine the Redemption Amount contains a leverage factor which has the effect of magnifying the impact of changes in the 3 Year French Franc Swap Rate. Depending on the level of the 3 Year French Franc Swap Rate, an investor may receive more or less money on the Maturity Date than was initially paid for the Notes, including the possibility that only 70% of the original Principal Amount will be payable on the Maturity Date.

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Certain United States Federal Income Tax Considerations

The following United States federal income tax discussion replaces the statements under the caption "United States Tax Considerations" in the Prospectus Supplement dated July 12, 1993.

United States Taxation.

In the opinion of James M. Kalashian, Esq., General Tax Counsel of General Electric Capital Corporation, Tax Counsel to the Company, the following summary describes the principal United States federal income tax consequences of ownership and disposition

of the Notes to initial U.S. Holders (as defined below) of the Notes. This summary is based upon the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), regulations, rulings and decisions now in effect (or, in the case of certain regulations, in proposed form), all of which are subject to change or differing interpretations. The discussion below does not purport to deal with all of the United States federal income tax consequences applicable to all potential Note Holders (such as financial institutions, insurance companies, tax-exempt investors, dealers in securities, and investors holding Notes as part of a hedging transaction or as a position in a "straddle" for tax purposes). This summary discusses only Notes held as capital assets within the meaning of section 1221 of the Code. The tax consequences of certain aspects of the Notes are uncertain because of the lack of applicable legal precedent and the possibility of changes in law. Persons considering the purchase of a Note should consult their own tax advisors concerning the application of United States federal, state, local and any other income and estate tax laws to their particular situations as well as any consequences arising under the laws of any other taxing jurisdiction.

As used herein, the term "U.S. Holder" means a beneficial owner of a Note that is for United States federal income tax purposes: (i) a citizen or resident of the United States, (ii) a corporation, partnership or other entity created or organized in or under the law of the United States or any political subdivision thereof, (iii) an estate or trust the income of which is subject to United

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States federal income taxation regardless of its source or (iv) any other person whose income or gain in respect of a Note is effectively connected with the conduct of a United States trade or business.

General.

Although no authority exists that directly addresses the characterization, for United States federal income tax purposes, of securities with terms substantially similar to the Notes, and the matter therefore is not entirely free from doubt, the Company

believes, based upon the advise of its tax counsel, that the Notes should be treated as debt obligations of the Company for United States federal income tax purposes. The Company currently intends to treat the Notes as debt obligations of the Company for United States federal income tax purposes and, where required, intends to file information returns with the Internal Revenue Service ("IRS") in accordance with such treatment, in the absence of any change or clarification in the law, by regulation or otherwise, requiring a different characterization. Prospective investors in the Notes should be aware, however, that the IRS is not bound by the Company's characterization of the Notes as indebtedness and the IRS could possibly take a different position as to the proper characterization of the Notes for United States federal income tax purposes. The following discussion is based upon the assumption that the Notes will be treated as debt obligations of the Company for United States federal income tax purposes. If the Notes are not in fact treated as debt obligations of the Company for United States federal income tax purposes, then the United States federal income tax treatment of the purchase, ownership and disposition of the Notes could differ from the treatment discussed below.

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U.S. Holders.

Under general principals of current United States federal income tax law, payments of interest on a Note generally will be taxable to a U.S. Holder as ordinary interest income at the time such payments are accrued or are received (in accordance with the U.S. Holder's regular method of tax accounting). The amount payable at maturity with respect to a Note in excess of the Principal Amount, if any, will be treated as contingent interest and generally will be includable in income by a U.S. Holder as ordinary interest on the date the amount payable at maturity is accrued (i.e., determined) or when such amount is received (in accordance with the U.S. Holder's regular method of tax accounting).

Upon the sale, exchange or retirement of a Note, a U.S. Holder generally will recognize taxable gain or loss equal to the difference between the amount realized on the sale, exchange or retirement and such U.S. Holder's tax basis in the Note. A U.S.

Holder's tax basis in a Note will generally equal the cost of a Note to such U.S. Holder. It is unclear under existing law what portion, if any, of any gain realized on sale or exchange of a Note prior to maturity will be treated as ordinary income. Any loss realized on the sale or exchange of a Note will be treated as a short-term capital loss.

However, the U.S. Treasury Department issued proposed regulations on April 6, 1986 under the original issue discount provisions of the Code (the "Proposed Regulations") concerning notes that have contingent principal and interest. The Proposed Regulations contain a retroactive effective date and if adopted in their current form would apply to the Notes. Under the Proposed Regulations, the Notes will be treated as having contingent interest and principal because the amount received by a U.S. Holder upon the redemption of the Notes is contingent on the 3 Year French Franc Swap Rate on the Determination Date and the total non-contingent payments on the Notes will be less than the issue price of the Notes. As a result, under the Proposed Regulations, the first payment designated as a semi-annual interest payment will be treated for United States federal income tax purposes as a

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principal payment on the Notes thereby reducing the outstanding principal balance on the Notes. Accordingly, under the Proposed Regulations a U.S. Holders would not be required to include such payment in income. Any payment at maturity of the Notes (whether designated as interest or principal) would be applied to reduce the remaining outstanding principal balance of the Notes. To the extent such payment exceeds the remaining outstanding principal balance, such excess would be treated as interest which would be includable in the income of a U.S. Holder at the time such amount is determined. If such payment at maturity is less than the outstanding principal balance, a U.S. Holder would recognize a short-term capital loss on such redemption of the Notes to the extent the outstanding principal balance exceeds such payment at maturity.

Upon the sale or exchange of a Note, a U.S. Holder would

recognize taxable gain or loss equal to the difference between the amount realized on the sale or exchange and such U.S. Holder's adjusted tax basis in the Note. A U.S. Holder's adjusted tax basis in a Note will equal the cost of such Note reduced by any principal payments (including, as described above, payments designated as interest but treated as principal under the Proposed Regulations) received by the U.S. Holder. It is unclear under existing law what portion, if any, of any gain realized on sale or exchange of a Note prior to maturity will be treated as ordinary income. Any loss realized on the sale or exchange of a Note will be treated as a short-term capital loss.

There is no assurance that the Proposed Regulations will be adopted, or if adopted, adopted in their current form. In addition, on January 19, 1993, the Treasury Department issued proposed regulations (the "1993 Proposed Regulations"), concerning contingent payment debt obligations, which would have replaced the Proposed Regulations and which would have provided for a set of rules with respect to the timing and character of income and recognition on contingent payment debt obligations that differs from the rules contained in the Proposed Regulations with respect to the timing and character of income recognition on contingent

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payment debt obligations. The 1993 Proposed Regulations would have applied to debt instruments issued 60 days or more after the date the 1993 Proposed Regulations became final. However, on January 22, 1993, the United State's Government's Office of Management and Budget announced that certain proposed regulations which had not yet been published in the Federal Register, including the 1993 Proposed Regulations, had been withdrawn. It is unclear whether the 1993 Proposed Regulations will be repropoed or, if repropoed, what effect, if any, such regulations would have on the Notes.

Based upon the foregoing, the continued viability of the Proposed Regulations is uncertain. It should also be noted that proposed Treasury regulations are not binding upon either the IRS or taxpayers prior to becoming effective as temporary or final regulations. Prospective investors in the Notes are urged to

consult their own tax advisors regarding the application of the Proposed Regulations to their investment in the Notes, if any, and the effect of possible changes to the Proposed Regulations.

Backup Withholding.

Certain non-corporate U.S. Holders may be subject to backup withholding at a rate of 31% on payments of principal, premium and interest (including accrued original issue discount, if any), on, and the proceeds of disposition of, a Note. Backup withholding will apply only if the Holder (i) fails to furnish its Taxpayer Identification Number ("TIN") which, for an individual, would be his Social Security number, (ii) furnishes an incorrect TIN, (iii) is notified by the IRS that it has failed to properly report payments of interest and dividends or (iv) under certain circumstances, fails to certify, under penalty of perjury, that it has furnished a correct TIN and has not been notified by the IRS that it is subject to backup withholding for failure to report interest and dividend payments. U.S. Holders should consult their tax advisors regarding their qualification for exemption from backup withholding and the procedure for obtaining such an exemption if applicable.

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Any amounts withheld under the backup withholding rules from a payment to a beneficial owner will be allowed as a credit against such beneficial owner's United States federal income tax and may entitle such owner to a refund, provided that the required information is furnished to the IRS.

Plan of Distribution

CS First Boston Corporation is acting as Agent in connection with the sale of the Notes.