

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2013-01-11**
SEC Accession No. [0000930413-13-000156](#)

(HTML Version on secdatabase.com)

SUBJECT COMPANY

GENERAL ELECTRIC CAPITAL CORP

CIK:[40554](#) | IRS No.: **131500700** | State of Incorporation: **CT** | Fiscal Year End: **1231**
Type: **FWP** | Act: **34** | File No.: **333-178262** | Film No.: **13525385**
SIC: **6141** Personal credit institutions

Mailing Address
3135 EASTON TURNPIKE
FAIRFIELD CT 06828-0001

Business Address
3135 EASTON TURNPIKE
FAIRFIELD CT 06828-0001
203-373-2211

FILED BY

GENERAL ELECTRIC CAPITAL CORP

CIK:[40554](#) | IRS No.: **131500700** | State of Incorporation: **CT** | Fiscal Year End: **1231**
Type: **FWP**
SIC: **6141** Personal credit institutions

Mailing Address
3135 EASTON TURNPIKE
FAIRFIELD CT 06828-0001

Business Address
3135 EASTON TURNPIKE
FAIRFIELD CT 06828-0001
203-373-2211

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, 2011 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
Issue Amount:	NZD 300,000,000
Status:	Senior, unsecured obligations of the Issuer
Maturity Date:	17 th January 2018
Trade Date:	10 th January 2013
Settlement Date:	17 th January 2013
Coupon:	4.25%
Benchmark:	NZGB 6.00% due 15 December 2017
Benchmark Yield:	2.895 percent per annum
Re-Offer Price:	99.524%
Re-Offer Yield:	4.357% semi annual
Re offer Spread:	NZGB 6.00% due 15 December 2017 + 146.2 bps area Semi / qtrly ASW + 115 bps area
Fees:	0.325%
All-in Price:	99.199%
Net Proceeds:	NZD 297,597,000
Coupon Payment Dates:	Each January 17 th and July 17 th , commencing July 17 th , 2013 and ending on the Maturity Date
Day Count:	Act/Act (ICMA)
Business Days:	New York and Wellington
Governing Law:	New York
Form and Documentation:	Registered notes 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: 36962G6U3
ISIN: XS0876185876

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively the “Underwriters”), as principal, at 99.524% 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:	
Australia and New Zealand Banking Group Limited	\$150,000,000
TD Securities	\$150,000,000
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.

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.

Page 3

Filed Pursuant to Rule 433

Dated January 10, 2013

Registration Statement No. 333-178262

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 EDGAR on 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 Australia and New Zealand Banking Group Limited at 1-800 477 9173.