

GENERAL ELECTRIC CAPITAL CORP

Form FWP

January 11, 2013

Filed Pursuant to Rule 433

Dated January 10, 2013

Registration Statement No. 333-178262

**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.*

<b>Issuer:</b>	<b>General Electric Capital Corporation</b>
<b>Instrument:</b>	NZD Fixed Rate Senior Unsecured Notes
<b>Issue Amount:</b>	NZD 300,000,000
<b>Status:</b>	Senior, unsecured obligations of the Issuer
<b>Maturity Date:</b>	17 <sup>th</sup> January 2018
<b>Trade Date:</b>	10 <sup>th</sup> January 2013
<b>Settlement Date:</b>	17 <sup>th</sup> January 2013
<b>Coupon:</b>	4.25%
<b>Benchmark:</b>	NZGB 6.00% due 15 December 2017
<b>Benchmark Yield:</b>	2.895 percent per annum 99.524%
<b>Re-Offer Price:</b>	4.357% semi annual
<b>Re-Offer Yield:</b>	NZGB 6.00% due 15 December 2017 + 146.2 bps area   Semi /
<b>Re offer Spread:</b>	qtrly ASW + 115 bps area
<b>Fees:</b>	0.325%
<b>All-in Price:</b>	99.199%
<b>Net Proceeds:</b>	NZD 297,597,000
<b>Coupon Payment Dates:</b>	Each January 17 <sup>th</sup> and July 17 <sup>th</sup> , commencing July 17 <sup>th</sup> , 2013 and ending on the Maturity Date
<b>Day Count:</b>	Act/Act (ICMA)
<b>Business Days:</b>	New York and Wellington
<b>Governing Law:</b>	New York
<b>Form and Documentation:</b>	Registered notes under the Issuer's Global MTN Program
<b>Business Day Convention:</b>	Following Unadjusted
<b>Denominations:</b>	NZD 5,000 and integral multiples of NZD 5,000 in excess thereof
<b>Call Dates (if any):</b>	Not Applicable
<b>Call Notice Period:</b>	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.

Institution	Commitment
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**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.

**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](http://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.

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