

GENERAL ELECTRIC CAPITAL CORP
Form FWP
January 09, 2008

Filed Pursuant to Rule 433

Dated January 8, 2008

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

| | |
|--|--|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | January 8, 2008 |
| Settlement Date (Original Issue Date): | January 14, 2008 |
| Maturity Date: | October 19, 2012 |
| Principal Amount: | US\$ 2,000,000,000 |
| Price to Public (Issue Price): | 102.948% (plus accrued interest from and including October 19, 2007 to but excluding January 14, 2008) |
| Agents Commission: | 0.150% |
| All-in Price: | 102.798% |
| Accrued Interest: | US\$ 24,791,666.67 |
| Net Proceeds to Issuer: | US\$ 2,080,751,666.67 |
| Treasury Benchmark: | 3.625% due December 15, 2012 |
| Spread to Treasury Benchmark: | Plus 1.45% |
| Interest Rate Per Annum: | 5.25% |
| Interest Payment Dates: | Semi-annually on the 19 th of each April and October, commencing April 19, 2008 and ending on the Maturity Date |

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|-----------------------|---|
| 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: | 36962G3K8 |
| ISIN: | US36962G3K83 |
| Common Code: | 032731759 |

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 102.948% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|-----------------------------|-------------------|
| Lead Managers: | |
| Goldman, Sachs & Co. | \$ 633,334,000 |
| JP Morgan Securities Inc. | \$ 633,333,000 |
| Lehman Brothers Inc. | \$ 633,333,000 |
| Co-Managers: | |
| CastleOak Securities, L.P. | \$ 28,000,000 |
| Robert Van Securities, Inc. | \$ 28,000,000 |

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| | |
|----------------------------------|------------------|
| Samuel A. Ramirez & Co., Inc. | \$ 20,000,000 |
| The Williams Capital Group, L.P. | \$ 20,000,000 |
| Utendahl Capital Partners, L.P. | \$ 4,000,000 |
| Total | \$ 2,000,000,000 |

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

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Additional Terms:

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 \$ 2,500,000,000 principal amount of Fixed Rate Notes due October 19, 2012 as described in the Issuers pricing supplement number 4670 dated October 16, 2007.

Additional Information:

General

At September 30, 2007, the Company had outstanding indebtedness totaling \$480.041 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 September 30, 2007, excluding subordinated notes payable after one year, was equal to \$471.656 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>Nine Months Ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|---------------------------|
| <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> | <u>September 30, 2007</u> |
| 1.43 | 1.77 | 1.87 | 1.70 | 1.64 | 1.56 |

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, minority interest and fixed charges.

Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which the Company believes is a reasonable approximation of the interest factor of such rentals.

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 Goldman, Sachs & Co. toll-free at 1-866-471-2526, JP Morgan Securities Inc. collect at 1-212-834-4533, **Lehman Brothers Inc. toll-free at 1-888-603-5847, or Investor Communications of the issuer at 1-203-357-3950.**