GENERAL ELECTRIC CAPITAL CORP
Form 424B2
May 10, 2013

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|---|---|
| Senior Notes | $50,000,000 | $6,820 |

PROSPECTUS Pricing Supplement Number: 6103

Dated December 5, 2012 Filed Pursuant to Rule 424(b)(2)
PROSPECTUS SUPPLEMENT Dated May 8, 2013

Dated January 3, 2013 Registration Statement: No. 333-178262

**GENERAL ELECTRIC CAPITAL CORPORATION**

**GLOBAL MEDIUM-TERM NOTES, SERIES A**

**(Senior Unsecured Fixed Rate Notes)**

***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, 2012 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 |
| **Trade Date:** | May 8, 2013 |
| **Settlement Date (Original Issue Date):** | May 13, 2013 |
| **Maturity Date:** | October 17, 2021 |
| **Principal Amount:** | US $50,000,000 |
| **Price to Public (Issue Price):** | 114.487% |
| **Agents Commission:** | 0.425% |
| **All-in Price:** | 114.062% |
| **Accrued Interest:** | US $167,916.67 |
| **Net Proceeds to Issuer:** | US $57,198,916.67 |
| **Treasury Benchmark:** | 2.000% due February 15, 2023 |
| **Treasury Yield:** | 1.755% |
| **Spread to Treasury Benchmark:** | Plus 0.96% |
| **Reoffer Yield:** | 2.715% |
| **Interest Rate Per Annum:** | 4.650% |
| **Interest Payment Dates:** | |

| | |
|---|---|
| | Semi-annually on the 17th day of each April and October, commencing October 17, 2013 and ending on the Maturity Date |
| **Day Count Convention:** | 30/360, Following Unadjusted |
| **Business Day Convention:** | New York |

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**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:** 36962G5J9
**ISIN:** US36962G5J92
**Common Code:** 063346462

**Plan of Distribution:**

The Notes are being purchased by the underwriter listed below (the "Underwriter"), as principal, at 114.487% of the aggregate principal amount less an underwriting discount equal to 0.425% of the principal amount of the Notes.

| Institution | Commitment |
|---|---|
| **Lead Manager:** | |
| Citigroup Global Markets Inc. | $50,000,000 |
| Total | $50,000,000 |

**The Issuer has agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended.**

Reopening of Issue

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the Issuer’s issuances of US$1,750,000,000 aggregate principal amount of Senior Unsecured Fixed Rate Notes due October 17, 2021, as described in the Issuer’s pricing supplement number 5177 dated October 12, 2011, US$1,000,000,000 aggregate principal amount of Senior Unsecured Fixed Rate Notes due October 17, 2021, as described in the Issuer’s pricing supplement number 5257 dated January 4, 2012, and US$250,000,000 aggregate principal amount of Senior Unsecured Fixed Rate Notes due October 17, 2021, as described in the Issuer’s pricing supplement number 5459 dated June 21, 2012.

CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

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Legal Matters:

In the opinion of Fred A. Robustelli, as counsel to the Company, when the securities offered by this prospectus supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such securities will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors generally, including, without limitation, the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies, regardless of whether enforceability is considered in a proceeding of equity or law, provided that such counsel expresses no opinion as to the effect of any waiver of stay, extension or usury laws or provisions relating to indemnification, exculpation or contribution, to the extent that such provisions may be held unenforceable as contrary to federal or state securities laws, on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated December 1, 2011, which has been filed as Exhibit 5.1 to the Company’s registration statement on Form S-3 filed with the Securities and Exchange Commission on December 1, 2011.