

GENERAL ELECTRIC CAPITAL CORP
Form FWP
December 28, 2005

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Dated December 28, 2005
Registration Statement
No. 333-123085

GENERAL ELECTRIC CAPITAL CORPORATION
GLOBAL MEDIUM-TERM NOTES, SERIES A
(Floating Rate Notes)

| | |
|---|---|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | December 28, 2005 |
| Settlement Date (Original Issue Date): | December 30, 2005 |
| Maturity Date: | December 29, 2006 |
| Principal Amount: | U.S.\$ 1,000,000,000 |
| Price to Public (Issue Price): | 100.00% |
| Agent's Commission: | 0.00% |
| All-in Price: | 100.00% |
| Accrued Interest: | None |
| Net Proceeds to Issuer: | U.S.\$ 1,000,000,000 |
| Interest Rate Basis: | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Spread (Plus or Minus) | Minus 0.04% |
| Index Maturity: | Three Months |
| Interest Payment Period: | Quarterly March 30, 2006, June 30, 2006, September 30, 2006 and December 29, 2006 |
| Interest Payment Dates: | To be determined two London Business Days prior to the Original Issue |
| Initial Interest Rate: | Date based on three month USD LIBOR minus 0.04% |
| Interest Reset Periods and Dates: | Quarterly on each Interest Payment Date Quarterly, two London Business Days prior to each Interest Reset Date |
| Interest Determination Dates: | Reset Date |
| Day Count Convention: | Actual/360 |
| Denominations: | Minimum of \$1,000 with increments of \$1,000 thereafter |
| Redemption Dates: | None |
| Put Dates: | None |
| Settlement: | DTC |
| CUSIP: | 36962GU28 |

Additional Information:

General

At September 30, 2005, the Company had outstanding indebtedness totaling \$344.022 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, 2005, excluding subordinated notes payable after one year was equal to \$341.143 billion.

Consolidated Ratio of Earnings to Fixed Charges

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 September 30, 2005</u> |
|-------------|--------------------------------|-------------|-------------|-------------|------|---|
| <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | | |
| | (Restated) | (Restated) | (Restated) | (Restated) | | |
| 1.52 | 1.73 | 1.66 | 1.86 | 1.89 | 1.82 | |

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.

Plan of Distribution:

GE Capital Markets, Inc. is acting as Agent in connection with the distribution of the Notes. The Agent will receive a selling commission equal to 0.00% of the principal amount of the Notes.

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

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, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling the underwriter collect at 1- 203- 585-1010 or Investor Communications of the issuer at 1-203-357-3950.