

GENERAL ELECTRIC CAPITAL CORP
Form FWP
March 18, 2013

Filed Pursuant to Rule 433

Dated March 14, 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
Instrument:	NZD Fixed Rate Senior Unsecured Notes
Issue Amount:	NZD 300,000,000 taking the total outstanding issue size to NZD 600,000,000
Status:	Senior, unsecured obligations of the Issuer
Maturity Date:	17 th January 2018
Launch Date:	March 14, 2013
Settlement Date:	March 21, 2013 (T+5)
Coupon:	4.25%
Benchmark:	NZGB 6.00% due 15 December 2017
Benchmark Yield:	3.12 percent per annum
Re-Offer Spread:	NZGB 6.00% due 15 December 2017 + 137.7 bps Semi / qtrly ASW + 100 bps
Re-Offer Yield:	4.497% semi-annual
Re-Offer Price:	98.934% (including accrued interest)
Accrued Interest:	0.7396% (NZD 2,218,922.65) (63 days)
Fees:	0.325%
All-in Price:	98.609% (including 63 days of accrued interest from January 17, 2013 to the Settlement Date of March 21, 2013)
Net Proceeds:	NZD 298,045,922.65 (including 63 days of accrued interest from January 17, 2013 to the Settlement Date of March 21, 2013)
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

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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
ISIN: XS0876185876
Plan of Distribution:

<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.

Additional Information

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 issue of NZD 300,000,000 aggregate principal amount of Senior Unsecured Fixed Rate Notes due January 17, 2018 as described in the Issuer's pricing supplement number 5843 dated January 10, 2013 (the "Prior Issuance").

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. For U.S. federal income tax purposes, the notes will be treated as issued in a "qualified reopening" of the Prior Issuance

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and, accordingly, the notes will not have original issue discount. However, holders of notes may have “market discount”, which is treated in the manner described under “United States Tax Considerations—Market Discount” in the accompanying prospectus supplement. 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. 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.
