

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.*

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

**Governing Law:** New York  
**Form and Documentation:** Registered notes under the Issuer's Global MTN Program  
**Business Day Convention:** Following Unadjusted

Page 2

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Registration Statement No. 333-178262

**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>
<b>Lead Managers:</b>	
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

Page 3

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Registration Statement No. 333-178262

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](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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