

GENERAL ELECTRIC CAPITAL CORP
Form FWP
May 05, 2009

Filed Pursuant to Rule 433

Dated May 1, 2009

Registration Statement No. 333-156929

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES G

(Senior Floating Rate Notes pursuant to the FDICs Temporary Liquidity Guarantee Program)

This debt is guaranteed under the Federal Deposit Insurance Corporations Temporary Liquidity Guarantee Program and is backed by the full faith and credit of the United States. The details of the FDIC guarantee are provided in the FDICs regulations, 12 CFR Part 370, and at the FDICs website, www.fdic.gov/tlgp. The expiration date of the FDICs guarantee is the earlier of the maturity date of the debt or December 31, 2012.

| | |
|--|---|
| Issuer: | General Electric Capital Corporation ("GE Capital") |
| Guarantor: | Federal Deposit Insurance Corporation ("FDIC") |
| Ratings: | Aaa/AAA |
| Trade Date: | May 1, 2009 |
| Settlement Date (Original Issue Date): | May 6, 2009 |
| Maturity Date: | December 21, 2012 |
| Principal Amount: | US \$500,000,000.00 |
| Price to Public (Re-opening Price): | 100.049% |
| Accrued Interest: | US \$14,114.58 |
| Agents Commission: | 0.175% |
| All-in Price: | 99.874% |
| Net Proceeds to Issuer: | US \$499,384,114.58 |
| Ranking: | Senior |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by Reuters |
| Index Currency: | U.S. Dollars |
| Spread (Plus or Minus): | Plus 0.00% (flat) |

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| | |
|---------------------------------------|--|
| Index Maturity: | Three Months |
| Interest Payment Period: | Quarterly |
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| Interest Payment Dates: | Quarterly on the 21 st of each June, September, December and March, commencing June 21, 2009 (short first coupon) and ending on the Maturity Date |
| Initial Interest Rate: | To be determined two London Business Days prior to the Original Issue Date |
| Interest Reset Periods and Dates: | Quarterly on each Interest Payment Date |
| Interest Determination Date: | Quarterly, two London Business Days prior to each Interest Reset Date |
| Day Count Convention: | Actual/360, Modified Following |
| Business Day Convention: | New York |
| Denominations: | Minimum of \$2,000 with increments of \$1,000 thereafter |
| CUSIP: | 36967HAU1 |
| ISIN: | US36967HAU14 |
| Common Code: | 040585699 |
| Method of Settlement: | Depository Trust Company (DTC), and its direct participants, including Euroclear and Clearstream, Luxembourg |
| Trustee: | The Bank of New York Mellon |

Risks Factors

Investing in the Notes involves risks. See "Risk Factors" in Item 1A of our Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Information Relating to the FDIC Guarantee

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Investors should be aware that the FDIC Guarantee (as defined in the prospectus supplement) is made pursuant to the FDICs regulations, 12 C.F.R. Part 370, as specified at the FDICs website, www.fdic.gov/tlqp. On March 17, 2009, the FDIC adopted an interim rule that extends the debt guarantee component of the Temporary Liquidity Guarantee Program to December 31, 2012 for debt issued on or after April 1, 2009. In addition, the interim rule extends to October 31, 2009 the date through which FDIC Guaranteed Notes (as defined in the prospectus supplement) may be issued. For purposes of debt issued under this pricing supplement, all references in the prospectus supplement to the expiration date of the FDIC Guarantee hereby are amended to refer to December 31, 2012 and all references to the date through which FDIC Guaranteed Notes may be issued hereby are amended to refer to October 31, 2009.

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The regulations governing the FDIC Guarantee may be subject to interpretive decisions and rulemaking by the FDIC that could adversely affect how the FDIC Guarantee would apply to the Notes. The FDIC Guarantee is subject to additional risks as described in the prospectus supplement under "Risk Factors, Risks Relating to the FDIC Guarantee". See "FDIC Guarantee under the Temporary Liquidity Guarantee Program".

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\$ 1,000,000,000 principal amount of Floating Rate Notes due December 21, 2012 as described in the Issuers pricing supplement number 4919 dated April 30, 2009.

Plan of Distribution

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 100.049% of the aggregate principal amount less an underwriting discount equal to 0.175% of the principal amount of the Notes. The Notes will not be exclusively marketed and targeted to retail customers.

| <u>Institution</u> | <u>Commitment</u> |
|-----------------------------------|-------------------|
| Book Runners: | |
| J.P. Morgan Securities Inc. | \$250,000,000 |
| Morgan Stanley & Co. Incorporated | \$250,000,000 |
| Total | \$500,000,000 |

We have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Additional Information

General

At the year ended December 31, 2008, we had outstanding indebtedness totaling \$510.356 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 December 31, 2008, excluding subordinated notes and debentures payable after one year, was equal to \$500.474 billion.

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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>2004</u> | <u>2005</u> | <u>2006</u> | <u>2007</u> | <u>2008</u> |
| 1.82 | 1.66 | 1.63 | 1.56 | 1.24 |

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 we believe 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 INFORMATION ON THE INTERNET SITE OF THE FDIC IS NOT A PART OF THIS FREE WRITING PROSPECTUS OR ANY PROSPECTUS.

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 underwriters participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. at **1-212-834-4533**, **Morgan Stanley & Co. Incorporated at 1-866-718-1649** or **Investor Communications of the issuer at 1-203-357-3950**.