

GENERAL ELECTRIC CAPITAL CORP
Form FWP
February 08, 2007

Filed Pursuant to Rule 433

Dated February 6, 2007

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Floating Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date: February 6, 2007

Settlement Date (Original Issue Date):

February 13, 2007

Maturity Date:

February 15, 2017

Principal Amount: US \$1,500,000,000

Price to Public (Issue Price): 99.618%

Agents Commission: 0.300%

All-in Price: 99.318%

Accrued Interest: N/A

Net Proceeds to Issuer: US \$1,489,770,000

Treasury Benchmark: 4.625% due November 15, 2016

Treasury Yield: 4.790%

Spread to Treasury Benchmark: Plus 66 basis points

Re-Offer Yield: 5.450

Interest Rate Per Annum: 5.400%

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Interest Payment Dates: Semi-annually on each February 15 and August 15 of each year, commencing on August 15, 2007 and ending on the Maturity Date

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Day Count Convention: 30/360

Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter.

CUSIP: 36962G2G8

ISIN: TBD

Common Code: TBD

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.618% of the aggregate principal amount less an underwriting discount equal to 0.30% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|----------------------------------|-------------------|
| Lead Managers: | |
| Goldman, Sachs & Co. | \$475,000,000 |
| J.P. Morgan Securities Inc. | \$475,000,000 |
| Lehman Brothers Inc. | \$475,000,000 |
| Co-Managers: | |
| Blaylock & Company, Inc. | \$22,500,000 |
| The Williams Capital Group, L.P. | \$22,500,000 |
| Samuel A. Ramirez & Co., Inc. | \$15,000,000 |

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| | |
|--------------------------------|------------------------|
| Utendahl Capital Partners, L.P | \$15,000,000 |
| Total | <u>\$1,500,000,000</u> |

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

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Additional Information:

At September 30, 2006, the Company had outstanding indebtedness totaling \$398.803 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, 2006, excluding subordinated notes payable after one year, was equal to \$394.061 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> | | | | | Nine Months ended |
|-------------------------------|-------------|-------------|-------------|-------------|-------------------|
| | | | | | September 30, |
| <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
| 1.51 | 1.43 | 1.77 | 1.87 | 1.70 | 1.64 |

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.

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 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 Goldman, Sachs & Co. at 1-866-471-2526, J.P. Morgan Securities Inc. at 1-212-834-4533, Lehman Brothers Inc. at 1-888-603-5847, or Investor Communications of the issuer at 1-203-357-3950.