

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
May 27, 2014

Filed Pursuant to Rule 433

Dated May 27, 2014

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, 2013 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

**Trade Date:** May 27, 2014

**Settlement Date (Original Issue Date):** May 30, 2014 (T+3)

**Maturity Date:** September 16, 2020

**Principal Amount:** US \$150,000,000

**Price to Public (Issue Price):** 110.107%

**Agents Commission:** 0.375%

**All-in Price:** 109.732%

**Accrued Interest:** \$1,348,958.33

**Net Proceeds to Issuer:** US \$165,946,958.33

<b>Treasury Benchmark:</b>	1.625% due April 30, 2019
<b>Treasury Yield:</b>	1.532%
<b>Spread to Treasury Benchmark:</b>	Plus 1.09%
<b>Reoffer Yield:</b>	2.622%
<b>Interest Rate Per Annum:</b>	4.375%
<b>Interest Payment Dates:</b>	Semi-annually on the 16th day of each March and September, commencing September 16, 2014 and ending on the Maturity Date
<b>Method of Settlement:</b>	Depository Trust Company
<b>Day Count Convention:</b>	30/360, Following Unadjusted
<b>Business Day Convention:</b>	New York

Page 2

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

**Call Notice Period:** None

**Put Dates (if any):** None

**Put Notice Period:** None

**CUSIP:** 36962G4R2

**ISIN:** US36962G4R28

**Common Code:** 054306091

**Plan of Distribution:**

The Notes are being purchased by the underwriter listed below (the "Underwriter"), as principal, at 110.107% of the aggregate principal amount less an underwriting discount equal to 0.375% of the principal amount of the Notes.

Institution

Commitment

U.S. Bancorp Investments, Inc. \$150,000,000

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

**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 US \$2,000,000,000 aggregate principal amount of Senior Unsecured Fixed Rate Notes due September 16, 2020 as described in the Issuer's pricing supplement number 4985 dated September 13, 2010.

**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](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 U.S. Bancorp Investments, Inc. at 877-558-2607.**