Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

GENERAL ELECTRIC CAPITAL CORP Form 424B3 May 09, 2008

Г

CALCULATION OF REGISTRATION FEE

	Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee		
Senior Unsecured Notes		\$400,000,000	\$15,720.00		
	PROSPECTUS	Pricing Supplement Number: 4814			
	Dated March 29, 2006	Filed Pursuant to Rule 424(b)(3)			
	PROSPECTUS SUPPLEMEN	ENT Dated May 8, 2008			
	Dated March 29, 2006	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:		May 8, 2008			
Settlement Date (Original Issue Date):		May 22, 2008			
Maturity Date:		May 22, 2013			
Principal Amount:		US\$ 400,000,000			
Price to Public (Issue Price):		99.86159%			
Underwriter,s Commission:		0.15000%			
All-In Price:		99.71159%			
Net Proceeds to Issuer		US\$ 398,846,360			
Interest Rate Basis:		LIBOR, as determined by Reuters			
Index Currency:		U.S. Dollars			
Coupon:		3m LIBOR +90			

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

Reoffer Spread:	3m LIBOR +93
Index Maturity:	Three Months
Index Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on each February 22, May 22, August 22, and November 22, commencing August 22, 2008 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 Dates:	Quarterly, two London Business Days prior to each Interest Reset Date
Day Count Convention:	Actual/360

Page 2

6						
Filed Pursuant to Rule 424(b)(3)						
Dated May 8, 2008						
Registration Statement: No. 333-132807						
Denominations:	Minimum of \$1,000 with increments of \$1,000 thereafter					
Call Dates (if any):	N/A					
Call Notice Period:	N/A					
Put Dates (if any):	N/A					
Put Notice Period:	N/A					
CUSIP:	36962G4A9					

Investing in the Notes involves risks. See "Risk of Foreign Currency Notes and Indexed Notes" on page 2 of the accompanying prospectus supplement and "Risk Factors" on page 2 of the accompanying prospectus.

Plan of Distribution:

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

The Notes are being purchased by the underwriter listed below (the "Underwriter"), as principal, at 99.86159% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes.

Institution	Commitment
Lead Manager:	
Goldman, Sachs & Co.	\$ 400,000,000
Total	\$ 400,000,000

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

Additional Information:

Settlement

It is expected that delivery of the notes will be made against payment therefor on or about the date specified above in this term sheet, which will be the tenth business day following the date of pricing of the notes (such settlement code being herein referred to as "T + 10"). Under SEC Rule 15c6-1 under the Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of pricing or the next six succeeding business days will be required, by virtue of the fact that the notes initially will settle T + 10, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of notes who wish to trade notes on the date of pricing or the next six succeeding business days should consult their own advisor.

Page 3

Filed Pursuant to Rule 424(b)(3)

Dated May 8, 2008

Registration Statement: No. 333-132807

<u>General</u>

At March 31, 2008, the Company had outstanding indebtedness totaling \$530.57 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 March 31, 2008, excluding subordinated notes payable after one year, was equal to \$519.13 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:

Year Ended December 31					Quarter Ended
,					March 31, 2008
<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	
1.73	1.83	1.67	1.63	1.56	1.41

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.