

GENERAL ELECTRIC CAPITAL CORP
Form FWP
February 27, 2006

Dated February 27, 2006

Filed Pursuant to Rule 433

No. 333-123085

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date/Pricing Effective
Time: February 27, 2006

Settlement Date (Original Issue
Date): March 2, 2006

Maturity Date:
March 2, 2012

Principal Amount: US\$150,000,000

Price to Public (Issue Price): 100%

Agents Commission: 0.300%

All-in Price: 99.700%

Net Proceeds to Issuer: US\$149,550,000

Interest Rate Basis

(Benchmark): LIBOR, as determined by LIBOR Telerate

Index Currency: U.S. Dollars

Spread (plus or minus): Plus 0.11%

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form FWP

| | |
|-----------------------------------|--|
| Index Maturity: | Three Month |
| Index Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on the second day of March, June, September and December of each year, commencing June 2, 2006 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 the second day of March, June, September and December of each year and ending on the Maturity Date |

Page 2

Dated February 27, 2006

Filed Pursuant to Rule 433

No. 333-123085

| | |
|-------------------------------|---|
| Interest Determination Dates: | Two London Business days prior to Interest Payment Dates |
| Day Count Convention: | Actual/360 |
| Denominations: | Minimum of \$1,000 with increments of \$1,000 thereafter. |
| Call Dates (if any): | Not applicable |
| Call Notice Period: | Not applicable |
| Put Dates (if any): | Not applicable |
| Put Notice Period: | Not applicable |
| CUSIP: | 36962GV68 |
| ISIN: | Not applicable |
| Common Code: | Not applicable |
| Other: | Not applicable |

Plan of Distribution:

The Notes are being purchased by Merrill Lynch, Pierce Fenner & Smith Incorporated (the "Underwriter"), as principal, at the Issue Price of 100% of the aggregate principal amount. The Underwriter has advised the Company that the Underwriter proposes to offer the Notes for sale at the Issue Price referenced above.

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

Page 3

Dated February 27, 2006

Filed Pursuant to Rule 433

No. 333-123085

Additional Information:

General

At September 30, 2005, the Company had outstanding indebtedness totaling \$344.022 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, 2005, excluding subordinated notes payable after one year, was equal to \$341.143 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> | | | <u>Nine Months Ended</u> | |
|-------------|-------------|-------------------------------|-------------|-------------|---------------------------|--|
| <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>September 30, 2005</u> | |
| | (Restated) | (Restated) | (Restated) | (Restated) | | |
| 1.52 | 1.73 | 1.66 | 1.86 | 1.89 | 1.82 | |

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

Filed Pursuant to Rule 433

No. 333-123085

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, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling the underwriter collect at 1-212-449-4916 or Investor Communications of the issuer at 1-203-357-3950.