

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 07, 2012

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Offered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Senior Notes	\$400,000,000	\$45,840

PROSPECTUS

Pricing Supplement Number: 5268

Dated December 1, 2011

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT Dated February 3, 2012

Dated December 1, 2011

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, 2010 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:	February 3, 2012
Settlement Date (Original Issue Date):	February 8, 2012
Maturity Date:	January 9, 2015
Principal Amount:	US \$400,000,000
Price to Public (Issue Price):	102.499%
Agents Commission:	0.20%
All-in Price:	102.299%
Accrued Interest:	US \$692,777.78
Net Proceeds to Issuer:	US \$409,888,777.78
Treasury Benchmark:	0.25% due January 15, 2015
Treasury Yield:	0.325%
Spread to Treasury Benchmark:	Plus 0.95%
Reoffer Yield:	1.278%

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Interest Rate Per Annum:	2.150%
Interest Payment Dates:	Semi-annually on the 9 <sup>th</sup> day of each January and July, commencing July 9, 2012 and ending on the Maturity Date
Day Count Convention:	30/360, Following Unadjusted
Business Day Convention:	New York

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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: 36962G5M2  
ISIN: US36962G5M22

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 102.499% of the aggregate principal amount less an underwriting discount equal to 0.20% of the principal amount of the Notes.

<u>Institution</u>	Commitment
<b>Lead Managers:</b>	
Barclays Capital Inc.	\$150,000,000
CastleOak Securities, L.P.	\$50,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$200,000,000
Total	\$400,000,000

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

**Additional Information**

***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 January 9, 2015 as described in the Issuer's pricing supplement number 5257 dated January 4, 2012.



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**CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT  
SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.**

Legal Matters:

In the opinion of Fred A. Robustelli, as counsel to the Company, when the securities offered by this prospectus supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such securities will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors generally, including, without limitation, the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies, regardless of whether enforceability is considered in a proceeding of equity or law, provided that such counsel expresses no opinion as to the effect of any waiver of stay, extension or usury laws or provisions relating to indemnification, exculpation or contribution, to the extent that such provisions may be held unenforceable as contrary to federal or state securities laws, on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated December 1, 2011, which has been filed as Exhibit 5.1 to the Company's registration statement on Form S-3 filed with the Securities and Exchange Commission on December 1, 2011.

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