GENERAL ELECTRIC CAPITAL CORP
Form 424B2
January 07, 2015

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee
Senior Notes	**$500,000,000**	**$58,100.00**

PROSPECTUS	Pricing Supplement Number: 6683
Dated November 21, 2014	Filed Pursuant to Rule 424(b)(2)
PROSPECTUS SUPPLEMENT	Dated January 6, 2015
Dated November 21, 2014	Registration Statement: No. 333-200440

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

***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
Ranking:	Senior
Trade Date:	January 6, 2015
Settlement Date (Original Issue Date):	January 9, 2015
Maturity Date:	January 9, 2020
Principal Amount:	US $500,000,000
Price to Public (Issue Price):	100.000%
Agents Commission:	0.325%
All-in Price:	99.675%
Net Proceeds to Issuer:	US $498,375,000

Interest Rate Basis (Benchmark):	LIBOR, as determined by Reuters
Index Currency:	U.S. Dollars
Spread (Plus or Minus):	Plus 0.62%
Index Maturity:	Three Months
Interest Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on the 9th day of each January, April, July and October, commencing April 9, 2015 and ending on the Maturity Date
Initial Interest Rate:	To be determined two London Business Days prior to the Original Issue Date

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Interest Reset Periods and Dates:	Quarterly on each Interest Payment Date
Interest Determination Date:	Quarterly, two London Business Days prior to each Interest Reset Date
Call Dates:	The notes will not be subject to redemption at General Electric Capital Corporation's option at any time prior to December 9, 2019. The notes may be redeemed in whole or in part on December 9, 2019 at General Electric Capital Corporation's option at a redemption price equal to 100.00% of the principal amount of the notes plus accrued interest thereon to but excluding the date of redemption
Call Notice Period:	At least 30 calendar days but not more than 60 calendar days
Put Dates (if any):	None
Day Count Convention:	Actual/360, Modified Following Adjusted
Business Day Convention:	New York
Denominations:	Minimum of $2,000 with increments of $1,000 thereafter
CUSIP:	36967FAA9
ISIN:	US36967FAA93

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

Institution	Commitment
Lead Managers:	
Citigroup Global Markets Inc.	$116,250,000

Goldman, Sachs & Co.	$116,250,000
J.P. Morgan Securities LLC	$116,250,000
Morgan Stanley & Co. LLC	$116,250,000
Co-Managers:	
Blaylock Robert Van, LLC	$5,000,000
CastleOak Securities, L.P.	$5,000,000
Lebenthal & Co., LLC	$5,000,000
Loop Capital Markets LLC	$5,000,000
Mischler Financial Group, Inc.	$5,000,000

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Samuel A. Ramirez & Company, Inc.	$5,000,000
The Williams Capital Group, L.P.	$5,000,000
Total	$500,000,000

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

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 November 21, 2014, 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 November 21, 2014.