

GENERAL ELECTRIC CAPITAL CORP

Form FWP

November 15, 2012

Filed pursuant to Rule 433  
Dated November 15, 2012  
Registration Statement No. 333-184794

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## **GENERAL INFORMATION**

### **What is GE Capital Invest Direct?**

GE Capital Invest Direct is a website through which General Electric Capital Corporation offers the opportunity to invest directly in GE Interest Plus and GE Capital Select notes.

### **What is a GE Capital Select term note?**

A GE Capital Select term note is an investment in the unsecured senior debt of General Electric Capital Corporation and is not a bank account, certificate of deposit or money market fund and is not FDIC-insured. GE Capital Select term notes are not guaranteed under the FDIC's Temporary Liquidity Guarantee Program. Each GE Capital Select term note represents a promise by GE Capital to pay principal and interest to the holder thereof when due. When the note matures, your principal will be returned to you along with any accrued but unpaid interest. More information concerning GE Capital Select term note is contained in the prospectus.

### **What are the available terms and interest rates?**

GE Capital Select term notes have terms to maturity ranging from 1 to 10 years. This website and the prospectus and supplements provide information on the current rate offered for each term. Please review the prospectus and pricing supplement or click here to view terms and current rates.

### **What is the difference between GE Capital Select and GE Interest Plus?**

When you invest in GE Capital Select term notes, you are investing a fixed amount of money in a fixed rate term note. This means that you are paid a fixed rate of interest and agree not to redeem your investment for a specific period of time. This rate will not change during the term of the note. If you decide to redeem your note prior to maturity (other than within 10 days of funding of the investment or upon the death of the registered holder of the note), you will incur a 5% early redemption penalty and will only receive 95% of the aggregate principal amount of your initial investment amount (plus 100% of any accrued and unpaid interest). See the prospectus and supplements for more information.

When you invest in GE Interest Plus notes, you are investing in a variable rate demand note. This means that the note pays a floating rate of interest and is redeemable by you at any time without penalty. The interest rate offered by GE Interest Plus varies and may be reset as often as weekly, as determined by the GE Interest Plus Committee. You are able to add to or redeem your investment by check, ACH transfer and wire. More information can be found in the prospectus and pricing supplements.

### **What is the difference between a GE Capital Select term note and a bank certificate of deposit?**

GE Capital Select term notes represent a direct investment in General Electric Capital Corporation. They do not represent a bank deposit, money market account or certificate of deposit and are NOT FDIC-

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Insured. Certificates of deposit are a form of bank deposit and are FDIC-Insured. Investors must understand that term notes do not represent a bank deposit. Click here to review the prospectus, which contains more information on GE Capital Select term notes.

**How is the interest calculated and paid?**

Interest is compounded daily at an annual rate based on a 365-day year. You may elect to receive interest payments on a monthly basis or only upon maturity of the note. If you elect to receive interest monthly, it will be posted to your GE Capital Select term note on the last day of the month and a payment will be initiated to you on the same day. Typically, monthly interest payments will be transferred to your linked bank account 2 business days after month end.

If you elect to receive interest only upon maturity of the note, interest will be paid monthly and automatically invested in notes having the same interest rate and maturity date as your investment.

**Will my interest rate for GE Capital Select change during the note's term?**

No. The interest rate is fixed on the note issue date and remains unchanged through the life of the note.

**Will the interest I earn be taxable?**

Yes. Interest earned on your GE Capital Select investment will constitute income to you and is taxable in the year in which it is earned, regardless of whether you elect to receive monthly interest payments or to receive your interest payment only upon maturity of the investment. Interest income is subject to federal and applicable state and local taxes.

**Can I purchase a note in my IRA?**

No.

**INVESTING**

**Who can purchase GE Capital Select term notes?**

GE Capital Select term note investments may be held by individuals (individually, jointly or in a custodial arrangement) and by personal trust investors. Trust applications will not be accepted from any trust that is an employee benefit, retirement, or deferred compensation plan. The notes are not currently available to business investors. Investors must be 18 years or older and reside in the United States to apply.

**How do I purchase a note?**

Carefully read the prospectus and supplements. If you determine that a GE Capital Select term note is an appropriate investment for you, you can then establish your investment online. When you do, you will

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have the option to fund your investment via a linked bank account, by redemption of part of a current investment maintained in GE Interest Plus notes, or by mailing in a check.

**How can I fund my GE Capital Select term note?**

You may do so through redemption of part of an existing GE Interest Plus investment, by transferring funds from an external bank account already linked to your current investment, or linked during the application process, or by mailing in a check.

If you have a current GE Interest Plus investment, you may fund your GE Capital Select term note by electing to redeem a portion of your GE Interest Plus investment and applying the proceeds to the new investment.

You may fund your investment by transferring funds from a bank account that you verify during the application process or one that you have verified previously for another investment account. If the bank account must be verified, you will either verify it instantly or through trial deposits.

1. If you instantly verify your bank account, your GE Capital Select term note will be opened and you will receive the rate offered on the day your application is approved.
2. If you choose trial deposits, you will leave the application session and return to complete the application after you receive the trial deposits in your bank account.

You may complete the investment application online and then mail in a check with the cover letter provided to you when you complete your application. If you mail in a check, your investment will initially be set to pay interest to you at maturity. You will have the option to change this to monthly interest payouts once your investment has been established. You will mail your check to the following address:

GE Capital Invest Direct  
GE Capital Select  
P.O. Box 534023  
Pittsburgh, PA 15253-4023

Trust investments may only be funded by mailing in a check. Keep in mind that when you mail in a check, you are leaving the application process and interest rates may change before your term note is established. When your check is received, your term note account will be established and your interest rate will be set. See [Note Maturity and Redeeming Prior to Maturity](#) to review your options if you are unhappy with the interest rate on your investment.

**What types of checks will you accept for investment?**

Your investment check must be drawn on a U.S. bank or a U.S. branch of a foreign bank. Funds must be in U.S. dollars. Money orders, traveler s checks, starter checks, cashier s checks, credit card checks,

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foreign checks and third party checks are not acceptable. Your check must be made payable to GE Capital Select. Cash is not accepted.

**Can I apply for an investment if I do not have a Driver's License?**

Yes. If you do not have a Driver's License, you may apply as long as you have a valid, non-expired U.S. State ID.

**What type of bank account can I link to my investment?**

It must be a U.S. based bank checking or savings account with a valid routing and transit number. The registration of the bank account must match the registration of the investment you are establishing.

**What is required to open a Trust Investment?**

After you submit your application electronically, you must mail in a completed and signed Trustee Certification and Agreement, IRS Form W-9, and the first two pages and the signature page of the trust agreement (with visible notary seal or stamp) along with your check for the investment amount you indicated on your application. The Trustee Certification and Agreement will be provided to you online once your application has been submitted. Make sure the name of the trust, the date the trust was established and the name of the trustee (and co-trustee if applicable) appear on the pages of the trust agreement you send in.

**What is a Uniform Gift to Minor's Account?**

The Uniform Gift to Minors Act (UGMA) or the Uniform Transfers to Minors Act (UTMA) is a type of custodial account for children. Most states have adopted one form of these uniform acts as a means of transferring ownership of property to children. The Acts allow a person to fund an investment for a child, but limit that child's access to the investment until the child reaches the age of majority. The age of majority is set by state law and typically ranges from 18 to 21. The child is the investment owner, but a parent (or other adult) is named as custodian. The custodian controls the investment until the child is no longer a minor. At that point, the custodial relationship ends and the child controls the investment.

**Can I establish an investment account with an address outside the United States?**

No. GE Capital Select term notes are available only to individuals who have an established residence in the U.S.

**Can I have my mail sent to an address outside the United States?**

No.

**What happens after I invest?**

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Room 154-0510  
500 Ross Street  
Pittsburgh, PA 15262

## FEES

### Do I pay a commission to purchase a note?

No. You do not pay a sales fee or commission to purchase a note.

### Are there maintenance fees?

There are no regular maintenance fees associated with this investment. You buy the note directly without a middleman and can avoid paying a commission to a broker. There are fees associated with special requests as outlined below:

Overnight Mailing Charge	\$10.00
Statement Copy	\$10.00

## NOTE MATURITY AND REDEEMING PRIOR TO MATURITY

### Can I change my mind after purchasing a note?

You can redeem your initial investment within 10 calendar days of the funding of the investment without incurring an early redemption penalty. If you rescind your investment within the 10 calendar day redemption grace period, we will promptly return the principal amount of your note and you will not earn any interest for the days your note was outstanding.

After the 10 day redemption grace period, other than upon the death of the registered holder of a note, you cannot redeem your GE Capital Select term notes without incurring a 5% early redemption penalty, meaning that upon redemption you will only receive back 95% of the aggregate principal amount of your initial investment amount (along with all accrued but unpaid interest for such note).

### What happens when my note matures?

You will be notified 30 days prior to the maturity date that your note is about to mature. When it has matured, we will mail you a check for the principal amount of the note plus any accrued but unpaid interest thereon.

### Can I sell my note prior to maturity?

No. There is no secondary trading market for the notes and they cannot be transferred.

## RISKS

### What do I need to know about this investment?

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An investment in GE Capital Select term notes is not an obligation of or guaranteed by General Electric Company, BNY Mellon (the Agent Bank), GE Capital Bank, GE Capital Retail Bank or any other company. The Notes are not equivalent to a deposit or other bank account and are not subject to the protection of the Federal Deposit Insurance Corporation or any other insurance. The Notes are not a brokerage account with GE Capital Markets, Inc. or any other broker-dealer and are not protected by the Securities Investor Protection Corporation under the Securities Investors Protection Act of 1970. The Notes are also not a money market fund and are not subject to the requirements of the Investment Company Act of 1940 or the Employee Retirement Income Security Act of 1974, as amended. Please review the prospectus for more information on risks associated with the investment.

**What are the risks related to the notes?**

You could lose the principal amount of your note plus all accrued but unpaid interest if GE Capital encounters serious financial difficulties and is unable to pay its debts. In addition, your ability to redeem your notes prior to their maturity and without incurring an early redemption penalty is limited. Please read the prospectus, including the section entitled "Risk Factors", which describes the material risks related to the notes.

**Are the notes insured?**

No. The notes are not insured by the Federal Deposit Insurance Corporation, the Securities Investor Protection Corporation or any other agency or company. They are unsecured obligations of GE Capital only.

**Are the notes secured by any collateral?**

No. The notes are unsecured.

**What is the priority of the notes?**

The notes are an investment in the senior unsecured corporate debt of General Electric Capital Corporation and rank equally and ratably with other unsecured senior debt of General Electric Capital Corporation. Please review the prospectus for more details.

**Can GE Capital prepay my note prior to maturity?**

Yes. After giving you thirty days written notice, GE Capital may repay your note at par prior to maturity without your consent. At that time, you would receive your original principal amount and all accrued but unpaid interest earned through, but not including, the repayment date.

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Investment in:  
**GE Capital Select**  
Application Type: **Individual**  
Application ID # - **5000022775**

**Dear Jonathan TEST,**

Your application for the investment referred to below has been approved and is awaiting your initial investment check. (If you've already mailed in your check, please disregard this email.) Here's relevant information about your application:

**Product:** GE Capital Select  
**Term:** 2 years  
**Rate offered on application date\*:**  
**Investment owner(s):** JONATHAN TEST  
**Investment type:** Individual  
**Application ID number:**  
**Amount of investment:** \$1,000.00

**\*IMPORTANT:** GE Capital Select term note rates may change at any time. The interest rate indicated above is the rate currently offered on the application date for the term investment you have selected. However, the rate for your investment will not be set until you have returned your investment check and the cover letter that was provided to you when you completed your application to complete the application process and fund your investment. Upon completion of the application process and funding of your investment, your interest rate will be set. You will receive the highest rate available in the seven calendar days prior to the date your investment is completed. If this new rate is unacceptable to you, and you would like to cancel your investment, you must do so within ten calendar days of the establishment of your investment account to avoid incurring a five percent (5%) penalty and receiving back only 95% of your investment amount.

Please mail your check with the cover letter that was provided to you when you completed your application. **The amount of your check MUST be in the amount you entered when you submitted your application. If it is not, your investment cannot be established and the check returned to you.** Be sure to make the check out to the product listed above and note your application ID on the check. Your investment must be funded within 30 days or the application will expire and you will need to reapply.

Our mailing address appears below:

GE Capital Invest Direct

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GE Capital Select  
PO Box 534023  
Pittsburgh, PA 15253-4023  
We look forward to serving you.

Sincerely,

**GE Capital Invest Direct**

Please do not reply to this e-mail as it was automatically generated from an unmonitored e-mail address.

GE Capital Select term notes are a direct investment in the senior, unsecured corporate debt of General Electric Capital Corporation. GE Capital Select term notes are not a bank deposit, money market account or certificate of deposit and are not FDIC-insured. GE Capital Select is not guaranteed under the FDIC's Temporary Liquidity Guarantee Program. It is possible to lose money if GE Capital is unable to pay its debts. When you invest in GE Capital Select term notes, you agree to invest for the stated term of the security. Please see the prospectus for important investment information, including information on applicable penalties if notes are redeemed prior to their stated maturity.

The issuer has filed a registration statement (including a prospectus) [Registration Statement No. 333-184794] 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 EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov) or by clicking [here](#). Alternatively, the issuer, any underwriter, or any dealer participating in the offering will arrange to mail you the prospectus if you request it by clicking [here](#) or calling toll free 1-800-433-4480.

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Investment in:  
**GE Capital Select**  
Application Type: **Individual**  
Application ID # - **5000022776**

**Dear Jonathan Test,**

Your investment in GE Capital Select term notes has been approved and an electronic transfer to fund the investment initiated. Upon completion of the funding process, you will be mailed a confirmation statement, which will provide you with details on your investment including the investment account number, maturity date and rate.

You will be able to keep track of your investment through our eService website using the username and password you established when you completed your application. Before you can do so, **please activate your login by clicking on the link appearing below:**

**Verify your email address for the eService Site**

Once your login is activated you may use eService to securely:

View transactions and statements

Update your profile

View all of your GE Capital Direct investments through one login

You may also monitor your investment 24 hours a day, 7 days a week by calling our toll-free automated telephone line at 1-800-433-4480. Customer Service Representatives are available at this number on business days, from 8:00 a.m. to 7:00 p.m. Eastern Time.

Thank you for your investment! We look forward to serving you.

Sincerely,

**GE Capital Invest Direct**

Please do not reply to this e-mail as it was automatically generated from an unmonitored e-mail address.

GE Capital Select term notes are a direct investment in the senior, unsecured corporate debt of General Electric Capital Corporation. GE Capital Select term notes are not a bank deposit, money market account or certificate of deposit and are not FDIC-insured. GE Capital Select is not guaranteed under the FDIC's Temporary Liquidity Guarantee Program. It is possible to lose money if GE Capital is unable to pay its debts. When you invest in GE Capital Select term notes, you agree to invest for the stated term of the security. Please see the prospectus for important investment information, including information on applicable penalties if notes are redeemed prior to their stated maturity.

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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 EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov) or by clicking [here](#). Alternatively, the issuer, any underwriter, or any dealer participating in the offering will arrange to mail you the prospectus if you request it by clicking [here](#) or calling toll free 1-800-433-4480.

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Investment in:  
**GE Capital Select**  
Application Type: **Individual**  
Application ID # - **5000022777**

**Dear Jonathan Fczlfghz,**

Thank you for choosing to invest in GE Capital Select.

You elected to verify your linked bank account using trial deposits. Here's what you can expect:

1. **RECEIVE TRIAL DEPOSITS:** Within 2 to 3 business days, we will make two small deposits into the bank account you provided.\*
2. **CHECK DEPOSIT AMOUNTS:** You'll check with your bank and note the trial deposit amounts.
3. **CONFIRM DEPOSIT AMOUNTS:** Once you have noted the amounts, you can return to **our website**, and click on finish application. You must then enter the username and password you previously selected. Once you do, you can enter in the trial deposit amounts and click on submit. Your external bank account will then be verified.
4. **INITIAL INVESTMENT WILL BE TRANSFERRED:** The investment amount you indicated on your application will then be transferred. Transfers we initiate on your behalf normally take 2 to 3 business days to be completed.

Please note that GE Capital Select term note rates may change at any time. The rate for your investment will not be set until you have completed the application process and funded your investment. Upon completion of the application process and funding of your investment, your interest rate will be set. You will receive the highest rate available in the seven calendar days prior to the date your investment is completed. If this new rate is unacceptable to you, and you would like to cancel your investment, you must do so within ten calendar days of the establishment of your investment account to avoid incurring a five percent (5%) penalty and only receiving back 95% of your invested amount.

It is important that you complete this process as soon as possible. If you do not do so within 30 days from the date of your application's approval, your application will be closed.

Questions? Customer Service Representatives are available at 1-800-433-4480. They can assist you on business days, from 8:00 a.m. to 7:00 p.m. Eastern Time.

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We look forward to serving you.

Sincerely,

**GE Capital Invest Direct**

\* There will be two trial deposit credits and one debit for the combined trial deposit amount. The net effect to your bank account will be zero.

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