

GENERAL ELECTRIC CAPITAL CORP  
Form 8-K  
April 15, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 15, 2009

General Electric Capital Corporation  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation)                               | 1-6461<br>(Commission<br>File Number) | 13-1500700<br>(IRS Employer<br>Identification No.) |
| 3135 Easton Turnpike, Fairfield,<br>Connecticut<br>(Address of principal executive offices) |                                       | 06828-0001<br>(Zip Code)                           |

Registrant's telephone number, including area code (203) 373-2211

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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## Item 3.03 Material Modification to Rights of Security Holders.

On March 5, 2009, General Electric Capital Corporation (the “Company”), an indirect subsidiary of General Electric Company (“GE”), distributed information to holders of certain series of its outstanding notes announcing an offer to purchase and consent solicitation with respect to those series. On April 8, 2009, the Company announced that pursuant to its offer, it had received valid tenders and the requisite consents for amendments to the indentures governing nine series of its notes as indicated below (the “Consented Series”):

| CUSIP/ISIN Number       | Title of Security                                     |
|-------------------------|---|
| 369622DN2/US369622DN23  | 8.125% Guaranteed Subordinated Notes due May 15, 2012 |
| 369622BT1/US369622BT11  | Floating Rate Notes due September 1, 2048             |
| 369622BW4/US369622BW40  | Floating Rate Notes due January 1, 2049               |
| 369622CC7/US369622CC76  | Floating Rate Notes due November 1, 2049              |
| 369622CE3/US369622CE33  | Floating Rate Notes due February 1, 2050              |
| 369622CU7/US369622CU74  | Floating Rate Notes due November 1, 2050              |
| 369622DS1/US369622DS10  | Floating Rate Notes due October 1, 2053               |
| 369622DD4/US369622DD41  | Floating Rate Notes due May 1, 2051                   |
| 369622DY8/US369622DY87* | 8.310% Notes due April 13, 2009                       |
| 36962FUN4/US36962FUN40* | 7.750% Notes due June 9, 2009                         |
| 36962FUT1/US36962FUT10* | 7.500% Notes due June 15, 2009                        |
| 36962FBS4/US36962FBS48* | 7.940% Notes due December 10, 2012                    |
| None*                   | 8.960% Notes due July 15, 2009                        |
| None*                   | 9.190% Notes due July 16, 2009                        |
| 36962GAM6/US36962GAM69* | Floating Rate Notes due December 15, 2035             |
| 36962GFS8/US36962GFS84* | Floating Rate Notes due May 15, 2036                  |
| 36962GFW9/US36962GFW96* | Floating Rate Notes due May 28, 2036                  |
| 36962FXW1/US36962FXW12* | Floating Rate Notes due September 1, 2054             |
| 36962F2H8/US36962F2H81* | Floating Rate Notes due June 28, 2055                 |
| 36962F2L9/US36962F2L93* | Floating Rate Notes due June 30, 2055                 |
| 36962F4Q6*              | Floating Rate Notes due August 30, 2055               |
| 36962F5E2/US36962F5E24* | Floating Rate Notes due September 8, 2055             |

\*Issued as Global Medium-Term Notes, Series A, under the same indenture and, accordingly, voted together as a single series for purposes of determining the requisite consents with respect to such notes. Each of the other notes listed above (without an asterisk) voted as a separate series.

Accordingly, on April 9, 2009, the Company, GE (solely with respect to the Guaranteed Subordinated Notes due May 15, 2012) and The Bank of New York Mellon, as trustee, executed amendments to the indentures governing the Consented Series removing the negative covenant that limited the ability of the Company and certain of its subsidiaries to pledge property and assets to secure debt without equally and ratably securing notes of the Consented Series.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

General Electric Capital  
Corporation  
(Registrant)

Date: April 15, 2009    /s/ Jamie S. Miller  
Jamie S. Miller  
Senior Vice President and  
Controller

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