

GENERAL ELECTRIC CAPITAL CORP

Form 8-A12B

February 25, 2003

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

GENERAL ELECTRIC CAPITAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

13-1500700
(I.R.S. employer
identification number)

260 Long Ridge Road
Stamford, Connecticut
(Address of principal executive offices)

06927
(Zip Code)

If this Form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), please check the follow box. [X]

If this Form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), please check the follow box. []

Securities Act registration statement file number to which this form relates:
333-100527

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to
be so registered

Name of each exchange on which
each class is to be registered

5.875% Notes due
February 18, 2033

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

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Item 1. Description of Registrant's Securities to be Registered.

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The description of the 5.875% Notes due February 18, 2033 (the "Notes") of General Electric Capital Corporation, a Delaware corporation (the "Registrant"), registered hereby is contained under the heading "Description of Notes" in the pricing supplement and the prospectus supplement and under the heading "Description of Debt Securities" in the prospectus thereto forming a part of the Registrant's Registration Statement on Form S-3 (File No. 333-100527) filed with the Securities and Exchange Commission (the "Commission") on October 11, 2002, as declared effective by the Commission on November 21, 2002 and is hereby incorporated herein by reference.

The Registrant has filed an application to list the Notes on The New York Stock Exchange, Inc. (the "NYSE"). As of the date this registration statement is filed with the Commission, the NYSE has approved the Notes for listing, subject to notice of official issuance. This Registration on Form 8-A is being filed to list the Notes on the NYSE.

Item 2. Exhibits.

See Exhibit Index.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant, General Electric Capital Corporation, has duly caused this Form 8-A Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Kathryn A. Cassidy

Kathryn A. Cassidy
Title: Senior Vice President-Corporate
Treasury and Global Funding
Operation

Dated: February 24, 2003

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|-------------------------|--|
| 4(a) | Amended and Restated General Electric Capital Corporation Standard Global Multiple Series Indenture Provisions dated as of February 27, 1997 (incorporated by reference to Exhibit No. 4(a) to the Company's |

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Registration Statement on Form S-3 (No. 333-59707).

- 4(b) Third Amended and Restated Indenture dated as of February 27, 1997 between the Company and JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as successor trustee (incorporated by reference to Exhibit 4(c) to the Company's Registration Statement on Form S-3 (No. 333-59707).
- 4(c) Form of Global Medium-Term Notes, Series A, Fixed Rate Registered Note (incorporated by reference to Exhibit 4(c) to the Company's Form 8-A filed on July 9, 2002).
- 24 Power of Attorney (incorporated by reference to Exhibit 24 to the Company's Registration Statement on Form S-3 (No. 333-100527)).