

GENERAL ELECTRIC CAPITAL CORP  
Form 8-A12B  
December 03, 2002

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

13-1500700

(State of incorporation or organization)

(I.R.S. employer identification number)

260 Long Ridge Road

06927

Stamford, Connecticut

(Zip Code)

(Address of principal executive offices)

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. []

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: 333-84462

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

6.10% PINES due 2032

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.

The description of the 6.10% Public Income NotES due 2032 (the "PINES") of General Electric Capital Corporation, a Delaware corporation (the "Registrant"), registered hereby is contained under the heading "Description of the PINES" in the pricing supplement, the prospectus supplement and the prospectus thereto forming a part of the Registrant's Registration Statement on Form S-3 (File No. 333-84462) filed with the Securities and Exchange Commission (the "Commission") on March 18, 2002, as declared effective by the Commission on April 9, 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 PINES for listing, subject to notice of official issuance. This Registration on Form 8-A is being filed to list the PINES 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: December 3, 2002

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 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 Registration Statement on Form S-3 (No. 333-59707)). |

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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. 333-84462)).