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GENERAL ELECTRIC CAPITAL CORP

Form FWP

August 19, 2013

**Filed Under Rule 433, Registration Statement No. 333-178262**

**Pricing Supplement No. 449 Dated Friday, August 16, 2013**

**(To: Prospectus Dated December 5, 2012 , as supplemented by Prospectus Supplement Dated May 17, 2013)**

The senior notes are part of a series originally issued by us in the aggregate principal amount of \$261,000,000 on April 16, 2013. The senior notes offered hereby will form a single series with the previously issued notes, will have the same CUSIP number and will trade interchangeably with those notes immediately upon settlement. Upon completion of this offering, \$[] aggregate principal amount of the series will be outstanding.

CUSIP Number	Selling Price	Gross Concession	Coupon Type	Initial Interest Rate	Interest Rate Basis	Index Maturity	Spread To Interest Rate Basis	Interest Reset Dates	Maximum Interest Rate	Coupon Frequency	Maturity Date
36966TJA1	100% <sup>(1)</sup>	1.800%	Floating	1.2681% (2)	LIBOR	3 Months	plus 100bps	Jan and Apr and Jul and Oct 15th of each year commencing with the first coupon date through but excluding the maturity date	N/A	QUARTERLY	04/15/202

**Redemption Information: Non-Callable**

<sup>(1)</sup> Plus accrued and unpaid interest from and including July 15, 2013 to but excluding the delivery date, in the aggregate amount of \$[]. This pre-issuance accrued interest will be paid on October 15, 2013 to holders of the notes on the applicable record date along with interest accrued on the senior notes from the date of delivery to, but excluding, October 15, 2013.

<sup>(2)</sup> Subsequent interest rates will be established 2 London Banking Days prior to each applicable Interest Reset Date.

*Investing in these notes involves risks (See "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission).*

<p>General Electric Capital Corporation</p>	<p>Offering Dates: Friday, August 16, 2013 through Monday, August 26, 2013</p> <p>Trade Date: Monday, August 26, 2013 @ 12:00 PM ET</p> <p>Settlement Date: Thursday, August 29, 2013</p> <p>Minimum Denomination/Increments:\$1,000.00/\$1,000.00</p> <p>Initial trades settle flat and clear SDFS: DTC Book Entry only</p> <p>Day-Count Basis: Actual/360</p> <p>DTC number: 0235 via RBC Dain Rauscher Inc.</p> <p>Agents: BofA Merrill Lynch, Incapital, LLC, Citigroup, Morgan Stanley, UBS Investment Bank, Wells Fargo Advisors, LLC</p> <p>The issuer has filed a registration statement (including a prospectus) 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 the SEC Web site at <a href="http://www.sec.gov">www.sec.gov</a>. Alternatively, the issuer, Incapital Holdings LLC, or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Incapital Holdings LLC at 1-312-379-3755 or Investor</p>	<p>General Electric Capital Corporation GE Capital® InterNotes® Prospectus Supplement Dated May 17, 2013 to Prospectus Dated December 5, 2012</p>
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Communications of the issuer at 1-203-357-3950.

*\* GE CAPITAL is the registered trademark of General Electric Capital Corporation.*

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