

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
March 28, 2001

PROSPECTUS

Pricing Supplement No. 3629

Dated September 7, 2000

Dated March 27, 2001

PROSPECTUS SUPPLEMENT

Rule 424(b)(3)-Registration Statement

Dated September 5, 2000

No. 333-40880

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Fixed Rate Notes)

Trade Date: March 27, 2001

Settlement Date (Original Issue Date): March 30, 2001

Maturity Date: March 30, 2006

Principal Amount (in Specified Currency): \$750,000,000

Price to Public (Issue Price): 99.913%

Agent's Discount or Commission: H.325%

Net Proceeds to Issuer: \$746,910,000

Interest Rate Per Annum: 5.35%

Interest Payment Date(s)

:

X March 30th and September 30th of each year commencing September 30, 2001, and
on the Maturity Date.

Form of Notes

:

X DTC registered ___ non-DTC registered

CUSIP No.: K6962GWC4

ISIN No.: US36962GWC40

Common Code:H12741189

CAPITALIZED TERMS USED IN THIS PRICING SUPPLEMENT WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

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Repayment, Redemption and Acceleration

Optional Repayment Date(s): N/A

Initial Redemption Date: N/A

Initial Redemption Percentage: N/A

Annual Redemption Percentage Reduction: N/A

Modified Payment Upon Acceleration: N/A

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Original Issue Discount

:

Amount of OID: N/A

Yield to Maturity: N/A

Interest Accrual Date: N/A

Initial Accrual Period OID: N/A

Amortizing Notes

:

Amortization Schedule: N/A

Dual Currency Notes

:

Face Amount Currency: N/A

Optional Payment Currency: N/A

Designated Exchange Rate: N/A

Option Value Calculation Agent: N/A

Option Election Date(s): N/A

Indexed Notes

:

Currency Base Rate: N/A

Determination Agent: N/A

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Additional Information

:

Recent Development.

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On May 25, 2000, our Board of Directors adopted resolutions approving the reincorporation and change of domicile of General Electric Capital Corporation from New York to Delaware. This reincorporation is currently expected to occur in the second quarter of 2001.

General.

At December 31, 2000, the Company had outstanding indebtedness totaling \$196.258 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at December 31, 2000 excluding subordinated notes payable after one year was equal to \$195.560 billion.

Consolidated Ratio of Earning to Fixed Charges.

The information contained in the Prospectus under the caption "Consolidated Ratio of Earnings to Fixed Charges" is hereby amended in its entirety, as follows:

| <u>Year Ended</u> | | | | |
|---------------------|-------------|-------------|-------------|-------------|
| <u>December 31,</u> | | | | |
| <u>1996</u> | <u>1997</u> | <u>1998</u> | <u>1999</u> | <u>2000</u> |
| 1.53 | 1.48 | 1.50 | 1.60 | 1.52 |

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, minority interest and fixed charges. Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which the Company believes is a reasonable approximation of the interest factor of such rentals.

(Fixed Rate)

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Plan of Distribution

:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the

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"Underwriters"), as principal, at 99.913% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|-----------------------------------|-------------------|
| Morgan Stanley & Co. Incorporated | \$360,000,000 |
| UBS Warburg LLC | \$360,000,000 |
| A.G. Edwards & Sons, Inc. | \$7,500,000 |
| Lehman Brothers Inc. | \$7,500,000 |
| Salomon Smith Barney Inc. | \$7,500,000 |
| The William Capital Group, L.P. | \$7,500,000 |
| | |
| Total | \$750,000,000 |

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.