

GENERAL ELECTRIC CAPITAL CORP

Form 8-K

November 23, 2015

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)

November 17, 2015

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

06461 13-1500700
Delaware
(State
or
of the
Commission
jurisdiction
of
incorporation)

(IRS
Employer
Identification
No.)

901
Main
Avenue, 06851-1168
Norwalk,
Connecticut
(Address
of
principal
executive
offices)

(Zip Code)

Registrant's telephone number,
including area code (203)
840-6300

Not applicable
(Former name or former
address, if changed since last
report.)

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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))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On November 17, 2015, our parent, General Electric Company ("GE") completed the previously announced split-off of Synchrony Financial ("Synchrony") through which GE accepted 671,366,809 shares of GE common stock from its shareholders in exchange for 705,270,833 shares of Synchrony common stock representing all the Synchrony shares that it owned (the "Exchange").

Also, on November 17, 2015, in a preliminary transaction, General Electric Capital Corporation (the "Company" or "GECC") distributed to GE all the stock of a corporation that held the 705,270,833 shares of Synchrony common stock and certain energy assets.

Synchrony's results for the periods prior to the Exchange will be reported as discontinued operations beginning in the fourth quarter of 2015.

The unaudited pro forma financial information giving effect to the Exchange is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The following unaudited pro forma financial information of the Company is filed as Exhibit 99.1 to this Report on Form 8-K and is incorporated herein by reference:

Unaudited Pro Forma Condensed Consolidated Statement of Financial Position at September 30, 2015.

Unaudited Pro Forma Condensed Consolidated Statements of Earnings for the nine months ended September 30, 2015 and 2014 and each of the years ended December 31, 2014, 2013 and 2012.

Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements.

(d) Exhibits. See Exhibits Index.

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: November 23, 2015 /s/ Walter Ielusic
Walter Ielusic
Senior Vice President and Controller

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | General Electric Capital Corporation Unaudited Pro Forma Condensed Consolidated Financial Statements. |
