

CIT GROUP INC  
Form 8-K  
March 16, 2007

**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): March 13, 2007

**CIT GROUP INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

001-31369  
(Commission  
File Number)

65-1051192  
(IRS Employer  
Identification No.)

(Address of registrant's principal executive office)

505 Fifth Avenue  
New York, New York 10017

Registrant's telephone number, including area code: (212) 771-0505

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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 Instruction 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))
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Item 8.01 Other Events

On March 13, 2007, CIT Group Inc. (the "Issuer") made available to investors a prospectus supplement, dated March 13, 2007, and a prospectus, dated January 19, 2006, with respect to the issuance by the Issuer of \$250,000,000 aggregate principal amount of 6.10% Junior Subordinated Notes due March 15, 2067 (the "Notes"). The Notes were issued pursuant to an indenture dated as of January 20, 2006 (the "Base Indenture") between the Issuer and JPMorgan Chase Bank, N.A., as trustee, as amended and supplemented by a first supplemental indenture dated as of January 31, 2007 (the "Supplemental Indenture"), between the Issuer and The Bank of New York, as successor trustee (the Base Indenture, as amended and supplemented by the Supplemental Indenture, the "Indenture"). The Notes will constitute a further issuance of, and will form a single series with, the Issuer's outstanding 6.10% Junior Subordinated Notes due March 15, 2067 issued on January 31, 2007. The Issuer filed a form of the Base Indenture on January 20, 2006 with the Securities and Exchange Commission (the "Commission") Exhibit 4.4 to the Issuer's registration statement on Form S-3 (File No. 333-131159) and filed the Supplemental Indenture together with a form of the Notes on February 1, 2007 with the Commission as Exhibits 4.1 and 4.2 to the Issuer's Current Report on Form 8-K, dated January 24, 2007.

This Current Report on Form 8-K is being filed to satisfy the requirement to file (i) copies of certain agreements executed in connection with the issuance and the offering of the Notes, and (ii) an opinion regarding legality of the Notes.

The Notes were offered and sold pursuant to an underwriting agreement dated March 13, 2007 (the "Underwriting Agreement") among the Issuer and the underwriters named therein.

The final maturity date of the Notes is March 15, 2067. From, and including, January 31, 2007 to, but not including, March 15, 2017 or earlier redemption, the Notes will accrue interest at a rate per annum equal to 6.10%, payable semi-annually in arrears on March 15 and September 15 of each year, commencing on September 15, 2007. From March 15, 2017 to, but not including, March 15, 2067 or earlier redemption, the Notes will accrue interest at rate per annum equal to three-Month LIBOR plus a margin equal to 1.815%, payable quarterly in arrears on March 15, June 15, September 15 and December 15 of each year, commencing June 15, 2017. Payment of interest is subject to the Issuer's right or obligation to defer interest for up to ten consecutive years, during which time interest will accrue and compound semi-annually or quarterly, as applicable, to the extent permitted by applicable law, at the applicable rate of interest, subject to certain other conditions described in the Supplemental Indenture.

The Notes may be redeemed, at the Issuer's option, in whole or in part, on or after March 15, 2017, at 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, together with any compounded interest. Prior to March 15, 2017, the Notes may be redeemed, at the Issuer's option, in whole or in part (or upon the occurrence of a certain tax event or a certain rating agency event, in whole but not in part), at the applicable make-whole redemption amount, plus accrued and unpaid interest, together with any compounded interest.

The foregoing disclosure is qualified in its entirety by reference to the Underwriting



Agreement which is attached hereto as Exhibit 1.1, the Base Indenture, the Supplemental Indenture and the form of Notes, previously filed with the Commission as described above.

In connection with the issuance of the Notes, Shearman & Sterling LLP, counsel to the Issuer, has delivered an opinion to the Issuer, dated March 16, 2007, regarding the legality of the securities upon issuance and sale thereof on March 16, 2007. A copy of the opinion as to legality is attached as Exhibit 5.1 hereto.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed or furnished herewith:

1.1 Underwriting Agreement, dated March 13, 2007, among CIT Group Inc. and J.P. Morgan Securities Inc., Lehman Brothers Inc. and UBS Securities LLC, as representatives of the several underwriters listed on Schedule II thereto.

5.1 Opinion of Shearman & Sterling LLP.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, CIT Group Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CIT GROUP INC.

By: /s/ Glenn A. Votek  
Name: Glenn A. Votek  
Title: Executive Vice President &  
Treasurer

Dated: March 16, 2007

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
1.1	Underwriting Agreement, dated March 13, 2007, among CIT Group Inc., and J.P. Morgan Securities Inc., Lehman Brothers Inc. and UBS Securities LLC, as representatives of the several underwriters listed on Schedule II thereto.
5.1	Opinion of Shearman & Sterling LLP.