

CIT GROUP INC  
Form 8-K  
July 24, 2009

**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): **July 23, 2009**

**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.)

**505 Fifth Avenue**  
**New York, New York 10017**  
(Address of principal executive offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- 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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**Section 7 Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

On July 23, 2009, CIT Group Inc. (the "Company") amended the terms of its cash tender offer for its outstanding Floating Rate Senior Notes due August 17, 2009 (the August 17 Notes ), commenced on July 20, 2009 (the "Offer"), by disseminating a supplement, dated July 23, 2009 (the "Supplement"), to its Offer to Purchase, dated July 20, 2009. Exhibit 99.1 hereto contains information excerpted from the Supplement and is incorporated herein by reference.

*The information in this Form 8-K that is furnished under this Item 7.01 Regulation FD Disclosure and the related Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.*

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed herewith.

**Exhibit**

<b>No.</b>	<b>Description of Exhibit</b>
99.1	Excerpted Information from Supplement to Offer to Purchase, dated July 23, 2009

**Forward-Looking Statement**

This document contains forward-looking statements within the meaning of applicable federal securities laws that are based upon our current expectations and assumptions concerning future events, which are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated. The words expect, anticipate, estimate, forecast, initiative, objective, plan, goal, project, outlook, priorities, target, pursue, commence, seek, may, would, could, should, believe, potential, continue, or the negative words or similar expressions is intended to identify forward-looking statements. All statements contained in this document, other than statements of historical fact, including without limitation, statements about our plans, strategies, prospects and expectations regarding future events and our financial performance, are forward-looking statements that involve certain risks and uncertainties. While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results, and our actual results may differ materially. Important factors that could cause our actual results to be materially different from our expectations include, among others, the risk that if the cash tender offer for the outstanding August 17 Notes is not consummated, the Company may need to seek protection under the US Bankruptcy Code, even if the tender offer is consummated, the risk that the \$3 billion loan facility does not provide the liquidity that the Company is seeking due to material negative changes to the Company's liquidity from draw down of loans by customers, the risk that the Company is unsuccessful in its efforts to effectuate a comprehensive restructuring of its liabilities, in which case the Company may be forced to seek bankruptcy relief. Accordingly, you should not place undue reliance on the forward-looking statements contained in this document. These forward-looking statements speak only as of the date on which the statements were made. CIT undertakes no obligation to update publicly or otherwise revise any forward-looking statements, except where expressly required by law.

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**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.

Date: July 23, 2009

**CIT GROUP INC.**

By: /s/ Joseph M. Leone

Name: Joseph M. Leone

Title: Vice Chairman and Chief  
Financial Officer

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**EXHIBIT INDEX**

**Exhibit**

**No.**

**Description of Exhibit**

99.1

Excerpted Information from Supplement to Offer to Purchase, dated July 23, 2009

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