

CIT GROUP INC  
Form 8-K/A  
February 06, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**February 6, 2008 (January 22, 2008)**  
Date of Report (Date of earliest event reported)

**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**  
(I.R.S. Employer Identification No.)

**505 Fifth Avenue  
New York, New York 10017**  
(Address of principal executive offices, including zip code)

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

**Not Applicable**  
(Former name or address, if changed since last report)

Exhibit Index Appears on Page 4.

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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:

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))

SEC 873 (11-06)

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Pursuant to this Form 8-K/A, the registrant amends the report on Form 8-K, previously filed with the Securities and Exchange Commission with respect to the registrant on January 23, 2008 to correct a typographical error made in the opinion as to legality, filed as Exhibit 5.1 to such report on Form 8-K.

More specifically, paragraph (d) on page 2 of the opinion as to legality, filed as Exhibit 5.1 to such report on Form 8-K, inadvertently stated that the registrant's by-laws were last amended on December 10, 2007. The registrant's by-laws were subsequently amended in a manner not material to such opinion as to legality on January 15, 2008.

Accordingly, paragraph (d) on page 2 of the opinion as to legality, filed as Exhibit 5.1 to such report on Form 8-K, is being amended hereby to delete the phrase, [], as amended through July 28, 2005 and December 10, 2007, respectively[], appearing in the first (1st) and second (2nd) lines thereof and to insert in lieu thereof the phrase, [], in each case, as amended through the date of this opinion[].

The remainder of such report on Form 8-K remains unchanged from the original filing thereof. A copy of the opinion as to legality, as corrected, is attached as Exhibit 5.1 hereto.

### **Section 9 [] Financial Statements and Exhibits**

#### **Item 9.01 Financial Statements and Exhibits.**

##### (d) Exhibits

The following exhibits are filed or furnished herewith. The exhibit numbers correspond to those prescribed by Item 601 of Regulation S-K (17 CFR 229.601) .

##### 5.1 Opinion of CIT

**SIGNATURE**

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.

**CIT GROUP INC.**

Dated: February 6, 2008

By: /s/Glenn A. Votek

Name: Glenn A. Votek

Title: Executive Vice President & Treasurer

**EXHIBIT INDEX**

Exhibit Number	Description
5.1	Opinion of CIT