Alderoty Stuart A Form 4 March 16, 2018

### FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB

Number:

**OMB APPROVAL** 

3235-0287

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burden hours per response...

Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * Alderoty Stuart A	2. Issuer Name <b>and</b> Ticker or Trading Symbol CIT GROUP INC [CIT]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) Director 10% Owner				
C/O CIT GROUP INC., 1 CIT DRIVE, #3251-9	03/15/2018	_X_ Officer (give title Other (spe below) below) EVP, General Counsel & Secy.				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	<ul><li>6. Individual or Joint/Group Filing(Check Applicable Line)</li><li>_X_Form filed by One Reporting Person</li></ul>				
LIVINGSTON, NJ 07039		Form filed by More than One Reporting Person				

		Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiciany Owned							
Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
curity	(Month/Day/Year)	Execution Date, if	Transactio	ansactionAcquired (A) or			Securities	Form: Direct	Indirect
nstr. 3)		any	Code	1 '		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				(4)		Reported			
							Transaction(s)		
			Code V	Amount		Drice	(Instr. 3 and 4)		
			Code v	Amount	(D)	FIICE			
	03/15/2018		F(1)	817	D	\$ 54	36,845.712	D	
	Title of ecurity nstr. 3)	ommon (Month/Day/Year)  03/15/2018	Title of ccurity (Month/Day/Year)  2. Transaction Date (2A. Deemed Execution Date, if any (Month/Day/Year)  Ommon  03/15/2018	Title of ccurity (Month/Day/Year)  2. Transaction Date 2A. Deemed 3. Execution Date, if any Code (Month/Day/Year)  (Month/Day/Year)  Code V  Ommon  03/15/2018  F(1)	Title of ecurity (Month/Day/Year)  2. Transaction Date 2A. Deemed 3. 4. Security Execution Date, if any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3,  Code V Amount Ommon 03/15/2018	Title of ecurity (Month/Day/Year)  2. Transaction Date 2A. Deemed 3. 4. Securities  (Month/Day/Year) Execution Date, if any Code Disposed of (D (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and  (A) or Code V Amount (D)  Ommon 03/15/2018  F(1) 817 D	Title of ecurity (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Execution Date, if any Code Disposed of (D) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Code V Amount (D) Price  (Month/Day/Year)  (A) or Code V Amount (D) Price	Title of ecurity (Month/Day/Year)  2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year)  Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  (A)  Or Code V Amount (D)  (Instr. 3 and 4)  (Instr. 3 and 4)  (Instr. 3 and 4)	Title of ccurity (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  (A) Code V Amount (D) Price  (A) Transaction Securities (D) or Indirect (I) Following (Instr. 4)  (A) Reported Transaction(s) (Instr. 3 and 4)  (Instr. 3 and 4)  (Month/Day/Year)  (D) or Indirect (I) Following (Instr. 3 and 4)  (A) F(1) 817 D \$ 54 36 845 712 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Alderoty Stuart A - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. orNumber	6. Date Exerc Expiration Da		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monun Day/ Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under Securi	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Alderoty Stuart A C/O CIT GROUP INC. 1 CIT DRIVE, #3251-9 LIVINGSTON, NJ 07039

EVP, General Counsel & Secy.

## **Signatures**

/s/ Eric S. Mandelbaum, attorney-in-fact for Mr. Alderoty

03/16/2018

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares withheld to satisfy tax withholding obligations arising from settlement of restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2