

CIT GROUP INC  
Form 8-K  
May 18, 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): May 12, 2009

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**CIT GROUP INC.**

(Exact name of registrant as specified in its charter)

Delaware

001-31369

65-1051192

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(State or other  
jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

505 Fifth Avenue  
New York, New York 10017

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(Address of registrant's principal executive office)

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

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Not Applicable

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(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 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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Section 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the 2009 Annual Meeting of Stockholders of CIT Group Inc. ( *CIT* ) held on May 12, 2009, the stockholders of CIT approved an amendment to the CIT Group Inc. Long-Term Incentive Plan (the *LTIP* ) to increase the number of shares of CIT common stock available for awards under the LTIP from 15,900,000 to 57,900,000 based on a share counting ratio of 1.67, as described in the Definitive Proxy Statement on Schedule 14A for CIT 's 2009 Annual Meeting, filed with the Securities and Exchange Commission by CIT on April 1, 2009.

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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.

CIT GROUP INC.

(Registrant)

By: /s/ Joseph M. Leone

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Joseph M. Leone

Vice Chairman & Chief Financial Officer

Dated: May 18, 2009

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