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CIT GROUP INC DEL  
Form 8-A12B  
June 26, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF  
THE SECURITIES EXCHANGE ACT OF 1934

CIT GROUP INC. (DEL)\*  
(Exact name of registrant as specified in its charter)

DELAWARE (State of incorporation or organization)	65-1095289 (I.R.S. Employer Identification No.)
1211 AVENUE OF THE AMERICAS NEW YORK, NEW YORK (212) 536-1390 (Address of principal executive offices)	10036 (Zip code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. /X/

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. / /

Securities Act registration statement file number to which this form relates: 333-86910.

Securities to be registered pursuant to section 12(b) of the Act:

TITLE OF EACH CLASS TO BE SO REGISTERED	NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED
Common Stock, \$0.01 par value per share	New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: None.

\* Prior to the closing of the offering described in the registrant's registration statement on Form S-1 (registration no. 333-86910) and in connection with the reorganization described therein, CIT Group Inc. (Del) will be renamed CIT Group Inc.

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

For a description of the common stock, \$0.01 par value per share, of the Registrant (the "Common Stock") being registered hereunder reference is hereby made to the information under the heading "Description of Capital Stock--Common Stock" of the Registrant's Prospectus forming a part of the Registrant's Registration Statement on Form S-1 (No. 333-86910) filed with the Securities and Exchange Commission on April 25, 2002, including any amendments thereto (the "Registration Statement"). The aforementioned description in the Prospectus is hereby incorporated by reference herein and made a part of this registration statement.

ITEM 2. EXHIBITS

NO. EXHIBIT  
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1. Restated Certificate of Incorporation of the Registrant, incorporated herein by reference from Exhibit 3.1 to the Registration Statement.
2. Certificate of Amendment of Restated Certificate of Incorporation of the Registrant, incorporated herein by reference from Exhibit 3.2 to the Registration Statement.
3. By-Laws of the Registrant, incorporated herein by reference from Exhibit 3.3 to the Registration Statement.
4. Form of Common Stock Certificate, incorporated herein by reference from Exhibit 4.1 to the Registration Statement.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CIT GROUP INC. (DEL)

Date: June 26, 2002

By: /s/ JOSEPH M. LEONE

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Joseph M. Leone  
EXECUTIVE VICE PRESIDENT AND  
CHIEF FINANCIAL OFFICER  
(PRINCIPAL FINANCIAL  
AND ACCOUNTING OFFICER)