CIT GROUP INC Form 424B2 July 26, 2013

Filed Pursuant to Rule 424(b)(2) Registration No. 333-180015

#### **Calculation of Registration Fee**

Title of Each Class of

Amount to be Aggregate Offering Amount of Registration Fee(1) Securities to be Registered

5.00% Senior Unsecured Notes due 2023 \$750,000,000 \$750,000,000 \$102,300

The registration fee, calculated in accordance with Rule 457(r), is being transmitted to the SEC on a deferred basis (1) pursuant to Rule 456(b).

PROSPECTUS SUPPLEMENT (To the prospectus dated March 9, 2012)

\$750,000,000

### **CIT Group Inc.** 5.00% SENIOR UNSECURED NOTES DUE 2023

Interest payable on February 1 and August 1

The notes will mature on August 1, 2023. We may redeem some or all of the notes at any time or from time to time at a redemption price of 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the redemption date, plus a make whole premium. If a Change of Control Triggering Event (as defined herein) occurs, we will be required to offer to purchase the notes from holders at 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the purchase date. The notes will be general senior unsecured obligations and rank equally with our other senior unsecured indebtedness, including all of our other senior unsecured notes issued under the Base Indenture, our existing Series C Notes and the Revolving Credit Facility (each term as defined herein).

Investing in the notes involves risks. See Risk Factors beginning on page S-7 of this prospectus supplement.

PRICE: 99.031% AND ACCRUED INTEREST, IF ANY

Price to Public(1) **Underwriting** Proceeds to Discounts and Company

		(	Commissions	Before Expenses <sup>(1)</sup>
Per Note <sup>(1)</sup>	99.031 %		1.000 %	98.031 %
Total for Notes	\$ 742,732,500	\$	7,500,000	\$ 735,232,500

(1) Plus
accrued
interest
from
August 1,
2013, if
settlement
occurs
after that

date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, société anonyme, on or about August 1, 2013.

Joint Book-Running Managers

Barclays Credit Suisse J.P. Morgan Morgan Stanley

Co-Managers

Blaylock Robert Van, LLC

CastleOak Securities, L.P.

**Drexel Hamilton** 

Mischler Financial Group, Inc.

July 25, 2013

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the prospectus and any applicable pricing supplement or documents to which we otherwise refer you in this prospectus supplement, the prospectus or any applicable pricing supplement. We and the underwriters have not authorized anyone else to provide you with different or additional information. We are not making an offer of these notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the prospectus or any applicable pricing supplement or any document referred to therein is accurate as of any date other than the date on the front of that document.

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#### ABOUT THIS PROSPECTUS SUPPLEMENT AND THE PRICING SUPPLEMENT

Except as the context otherwise requires, or as otherwise specified or used in this prospectus supplement or the accompanying prospectus or any pricing supplement, the terms we, our, us, the Company, CIT, CIT Group a Group Inc. refer only to CIT Group Inc. and not to any of its subsidiaries. References in this prospectus supplement to U.S. dollars or U.S. \$\\$\$ or \$\\$\$ are to the currency of the United States of America.

This prospectus supplement sets forth certain terms of the notes that we may offer. It supplements the description of the notes contained in the prospectus under Description of Debt Securities. If information in this prospectus supplement is inconsistent with the prospectus, this prospectus supplement will control and you should not rely on the information in the prospectus to that extent.

We will provide a pricing supplement to this prospectus supplement. Any such pricing supplement may add, update or change information in this prospectus supplement or the prospectus. Information in any such pricing supplement will replace any inconsistent information in this prospectus supplement or the prospectus.

You should not consider any information in this prospectus supplement, the prospectus or any applicable pricing supplement to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the notes. We are not making any representation to you regarding the legality of an investment in the notes by you under applicable investment or similar laws.

The distribution of this prospectus supplement, the prospectus or any applicable pricing supplement and the offer, sale and delivery of the notes may be restricted by law in some jurisdictions. If you receive this prospectus supplement, the prospectus or any applicable pricing supplement, you must inform yourself about, and observe, any such restrictions. This prospectus supplement, the prospectus or any applicable pricing supplement is not an offer to sell the notes and we are not soliciting an offer to buy the notes in any state where the offer or sale is not permitted.

Offers and sales of the notes are subject to restrictions including in relation to the United Kingdom, the European Economic Area, Switzerland and the Dubai International Finance Center, details of which are set out in Underwriting Notice to Prospective Investors in this prospectus supplement. The distribution of the prospectus, this prospectus supplement and any applicable pricing supplement and the offer, sale and delivery of the notes in other jurisdictions may be restricted by law. Persons who come into possession of the prospectus, this prospectus supplement and any applicable pricing supplement must inform themselves about and observe any applicable restrictions.

You should read and consider all information contained or incorporated by reference in this prospectus supplement, the prospectus and the pricing supplement before making your investment decision.

#### **NON-GAAP FINANCIAL MEASURES**

This prospectus supplement contains or incorporates by reference certain financial measures that are not calculated in accordance with accounting principles generally accepted in the United States (GAAP). Non-GAAP financial measures are meant to provide additional information and insight regarding operating results and financial position of the business and in certain cases to provide financial information that is presented to rating agencies and other users of financial information. These measures are not in accordance with GAAP or a substitute for GAAP measures and may be different from or inconsistent with non-GAAP financial measures used by other companies.

Net finance revenues and average earning assets, as presented in this prospectus supplement, are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. They are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with GAAP or as alternatives to cash flows from operating activities as measures of our liquidity. See the Non-GAAP Measurements section of our Annual Report on Form 10-K for the year ended December 31, 2012, filed on March 1, 2013 (the 2012 10-K), and our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013, filed on May 9, 2013 (the 2013 First Quarter 10-Q), and our Current Report on Form 8-K, filed on July 23, 2013, which includes preliminary results for the fiscal quarter ended June 30, 2013, in each case, incorporated herein by reference, for a reconciliation of non-GAAP to GAAP financial information for such periods.

#### WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC s website at http://www.sec.gov. You may also read and copy any document we file at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. You can also find information about us by visiting our website at www.cit.com. We have included our website address as an inactive textual reference only. Information on our website is not incorporated by reference into and does not form a part of this prospectus supplement.

The SEC allows us to incorporate by reference into this prospectus supplement the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede the previously filed information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), other than any portions of the respective filings that were furnished, under applicable SEC rules, rather than filed, until we complete our offerings of the securities:

our Report on Form 10-K for the year ended December 31, 2012, filed on March 1, 2013;

our Proxy Statement on Schedule 14A for the 2013 Annual Meeting of Stockholders, filed on April 4, 2013;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed on May 9, 2013; and

our Current Reports on Form 8-K filed with the

SEC on January 2, 2013, May 14, 2013, May 30, 2013, May 30, 2013, June 19, 2013 and July 23, 2013.

You may request a copy of these filings at no cost by writing or telephoning us at the following address or phone number:

Investor Relations Department 11 West 42<sup>nd</sup> Street New York, NY 10036 (866) 54-CITIR investor.relations@cit.com

#### FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and the accompanying prospectus and other written reports and oral statements made from time to time by the company may contain forward-looking statements within the meaning of the Securities Litigation Reform Act of 1995. Forward-looking statements relate to expectations or forecasts of future events. They use words such as anticipate, believe, could, estimate, expect, forecast, project, intend, terms of similar meaning in connection with a discussion of potential future events, circumstances or future operating or financial performance. You can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. Any forward-looking statements contained in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus are subject to unknown risks, uncertainties and contingencies. Forward-looking statements are included, for example, in the discussions about:

our liquidity risk and capital management, including our capital plan, leverage, capital ratios and credit ratings, and our liquidity plan,

our plans to change our funding mix and to access wil

new sources of funding to broaden our use of deposit taking capabilities,

our credit risk management and credit quality,

our asset/liability risk management,

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accretion and amortization of fresh start accounting adjustments,

our funding, borrowing costs and net finance revenue,

our operational risks, including success of systems enhancements and expansion of risk management and control functions,

our mix of portfolio asset classes, including growth initiatives, acquisitions and divestitures, new products, new business and customer retention,

legal risks,

our growth rates,

our commitments to extend credit or purchase equipment,

and

how we may be affected by legal proceedings.

All forward-looking statements involve risks and uncertainties, many of which are beyond our control, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Also, forward-looking statements are based upon management s estimates of fair values and of future costs, using currently available information. Therefore, actual results may differ materially from those expressed or implied in those statements. Factors, in addition to those disclosed under the caption Risk Factors beginning on page S-7 and under the caption Risk Factors in our 2012 10-K, that could cause such differences include, but are not limited to:

capital markets liquidity,

risks of and/or actual economic slowdown, downturn or recession,

industry cycles and trends,

uncertainties associated with risk management, including credit, prepayment, asset/liability, interest rate and currency risks,

estimates and assumptions used to fair value the balance sheet in accordance with fresh start accounting and actual variation between the estimated fair values and the realized values,

adequacy of reserves for credit losses,

risks inherent in changes in market interest rates and quality spreads,

funding opportunities, deposit taking capabilities and borrowing costs,

conditions
and/or changes
in funding
markets and
our access to
such markets,
including
secured and
unsecured term
debt, credit
facilities and
the
asset-backed
securitization
markets,

risks of implementing new processes, procedures, and systems,

risks associated with the value and recoverability of leased equipment and

lease residual values,

application of fair value accounting in volatile markets,

application of goodwill accounting in a recessionary economy,

changes in laws or regulations governing our business and operations,

changes in competitive factors,

demographic trends,

customer retention rates,

future acquisitions and dispositions of businesses or asset portfolios, and

regulatory changes and/or developments.

Any or all of our forward-looking statements here or in other publications may turn out to be wrong, and there are no guarantees about the performance of the Company. We do not assume the obligation to update any forward-looking statement for any reason.

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#### PROSPECTUS SUPPLEMENT SUMMARY

#### The Company

Founded in 1908, CIT Group Inc., a Delaware corporation, is a bank holding company that, together with its subsidiaries (collectively we, CIT or the Company), provides primarily commercial financing and leasing products and other services to small and middle-market businesses across a wide variety of industries. CIT became a bank holding company in December 2008, and is regulated by the Board of Governors of the Federal Reserve System and the Federal Reserve Bank of New York under the U.S. Bank Holding Company Act of 1956, as amended.

CIT operates primarily in North America, with additional locations in Europe, South America and Asia. We are a commercial lender and lessor, providing financial solutions to small business and middle-market companies. Our clients operate in over 30 industries, including transportation, particularly aerospace and rail, manufacturing and retail. We originated over \$9 billion of funded new business volume during 2012 and had over \$35 billion of financing and leasing assets at March 31, 2013.

Each business has industry alignment and focuses on specific sectors, products and markets, with portfolios diversified by client and geography. Our principal product and service offerings include:

#### **Products and Services**

Account receivables collection Factoring services

Acquisition and expansion financing Financial risk management

Asset management and servicing Import and export financing

Asset-based loans Insurance services

Credit protection Leases: operating, capital and leveraged

Debt restructuring Letters of credit / trade acceptances

Debt underwriting and syndication Merger and acquisition advisory services

Debtor-in-possession / turnaround financing

Deposits

Secured lines of credit

Small business loans

Enterprise value and cash flow loans

Vendor financing

We source business through marketing efforts directly to borrowers, lessees, manufacturers, vendors and distributors, and through referral sources and other intermediaries. We also buy participations in syndications of finance receivables and lines of credit and periodically purchase finance receivables on a whole-loan basis.

We generate revenue by earning interest on loans we hold on our balance sheet, collecting rentals on equipment we lease, and earning fee and other income for the financial services we provide. In addition, we strive to syndicate and sell certain finance receivables and equipment to leverage our origination capabilities, reduce concentrations, manage our balance sheet and maintain liquidity.

We set underwriting standards for each business unit and employ portfolio risk management models to achieve desired portfolio demographics. Our collection and servicing operations are organized by business and geography in order to provide efficient client interfaces and uniform customer experiences.

As a bank holding company, we have bank and non-bank subsidiaries. Our primary bank subsidiary is CIT Bank, a state chartered bank located in Salt Lake City, Utah, that offers commercial financing and leasing products and services and online banking products. CIT Bank is subject to regulation and examination by the Federal Deposit Insurance Corporation (FDIC) and the Utah Department of Financial Institutions. As of March 31, 2013, nearly all of

the new U.S. business volume in Corporate Finance, Vendor Finance and Transportation Finance was being originated in CIT Bank.

We fund our non-bank business in the global capital markets, principally through asset-backed and other secured financing arrangements, various forms of unsecured debt and bank borrowings. CIT Bank funds itself via broker-originated deposits, retail certificates of deposit, retail savings accounts and various forms of secured funding. CIT relies on these diverse funding sources to maintain liquidity and manages interest rate, foreign currency and other market risks through disciplined matched-funding strategies.

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#### **Recent Developments**

On July 23, 2013, we issued a press release announcing the financial results of CIT Group Inc. as of and for the quarter ended June 30, 2013, which was filed as an exhibit to a Current Report on Form 8-K filed with the SEC on July 23, 2013 and incorporated herein by reference. PricewaterhouseCoopers LLP, our independent registered public accounting firm, has not audited, reviewed, compiled or performed any procedures with respect to the financial information in the earnings release. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto. We are currently preparing our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 which will be reviewed by our independent registered public accounting firm. While we believe the financial information in the earnings release fairly presents, in all material respects, our results of operations and financial condition for and as of the end of such quarter, the preparation of our Quarterly Report on Form 10-Q and the review by our independent registered public accounting firm could result in changes to our reported financial information, and such changes may be material.

### The Offering

The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, see Description of Notes. As used in this The Offering section, the terms CIT Group Inc., CIT, the Company, we, our, us and other similar references refer only to CIT Group Inc. and not to any of its subsidiaries.

Issuer CIT Group Inc.

(CIT)

Notes Offered \$750,000,000

aggregate principal amount of 5.00% senior unsecured notes due August 1, 2023 (the Notes ).

Maturity Date August 1, 2023.

Interest Interest on the

Notes will accrue at a rate of 5.00% per annum,

per annum, payable

semi-annually in cash in arrears on February 1 and August 1 of each year, commencing February 1, 2014.

Ranking The Notes will

rank equally in right of payment with all existing and future unsubordinated

unsecured indebtedness of CIT, including all of our other senior unsecured notes issued under the Base Indenture, our existing Series

C Notes and the Revolving Credit Facility, and will be senior in right of payment to any

or payment to

future

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indebtedness of CIT that by its terms is expressly subordinated to the Notes.

The Notes will be effectively subordinated to any secured indebtedness of CIT to the extent of the value of the assets securing such indebtedness. The Notes will be structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries, including guarantees of the **Revolving Credit** Facility by certain of our subsidiaries. The Notes will not be guaranteed by any of our subsidiaries or any third party. See Risk Factors Risks Relating to the Notes The Notes are the unsecured obligations of CIT and not obligations of our subsidiaries and will be effectively subordinated to the claims of our subsidiaries creditors. Structural subordination increases the risk that we will be unable to meet our obligations on the

Notes when they mature. Series C Notes refers to our outstanding Series C senior unsecured notes, which were originally issued as Series C **Second-Priority** Secured Notes, but became unsecured on March 9, 2012 pursuant to the terms thereof as a result of our Series A Second-Priority Secured Notes (the Series A Notes ) no longer being outstanding.

**Optional Redemption** 

We may redeem the Notes at our option, at any time in whole or from time to time in part. The redemption price for the Notes to be redeemed on any redemption date will be equal to the greater of: (1) the principal amount of the Notes being redeemed plus accrued and unpaid interest to the redemption date; or (2) the sum of the present values of the principal amount of the Notes to be redeemed, together with the scheduled payments of interest (exclusive of interest to the redemption date) from the

redemption date to the maturity date, discounted to the redemption date on a semi-annual basis, at the Treasury Yield (as defined in the Description of Notes Optional Redemption ), plus 50 basis points, plus accrued and unpaid interest on the principal amount of the Notes being redeemed to the redemption date.

Sinking Fund

Change of Control Triggering Event

None.

If we experience

certain kinds of changes of control and certain ratings changes occur within a specified period after such change of control, we must offer to purchase the Notes at 101% of their principal amount, plus accrued and unpaid interest. For more details, see Description of Notes Purchase at the Option of Holders Upon Change of Control Triggering Event.

Certain Covenants

The supplemental indenture contains a covenant that requires CIT to file reports with the Securities and Exchange Commission.

The indenture contains covenants that limit CIT s ability to:

create liens; and

merge or consolidate, or sell, transfer, lease or dispose of all or substantially all of its assets.

These covenants are subject to a number of important exceptions, qualifications and limitations. See Description of Notes Reporting Covenant in this prospectus supplement and Description of Debt Securities Certain Covenants in the accompanying prospectus.

Use of Proceeds

We intend to use the net proceeds from this offering for general corporate purposes.

Risk Factors

Potential investors in the Notes should carefully consider the matters set forth herein under the caption Risk Factors beginning on page S-7 and under the caption Risk Factors in our 2012 10-K, which is incorporated herein by reference, prior to making an investment decision with respect to the Notes.

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#### **Summary Historical Financial Data**

The following tables set forth our summary historical financial data. CIT Group Inc. prior to its emergence from bankruptcy on December 10, 2009 is referred to as Predecessor CIT. The Company used an accounting convenience date of December 31, 2009. As such, Fresh Start Accounting (FSA) is reflected in the financial statements as of December 31, 2009. Accretion and amortization of certain FSA adjustments began in 2010. Data subsequent to the Company s adoption of FSA is not comparable to data in periods prior to emergence. CIT post emergence is referred to as CIT. All references to CIT in this Summary Historical Financial Data section include subsidiaries of Predecessor CIT or CIT, unless otherwise indicated or the context requires otherwise.

The balance sheet data for Predecessor CIT as of December 31, 2009 reflects the balance sheet inclusive of reorganization items and FSA adjustments. See Note 26 in our Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 29, 2012, for more information on the reorganization items and FSA adjustments.

The below tables reflect certain revisions to our previously issued financial statements. For more information on the revisions, see Note 1 Business and Summary of Significant Accounting Policies Revisions and Note 27 Selected Quarterly Financial Data in our 2012 10-K, incorporated herein by reference.

					CIT						Predece
(\$ in	Three Months Ended March 31,			Fiscal Years Ended December 31,						Fiscal Ye Decen	
millions)	201	13	-	2012	2012		2011		2010		2009
Statement of Operations Data:											
Total interest income	\$ 3	356	\$	426	\$ 1,569	\$	2,229	\$	3,719	\$	2,362
Interest expense											
Interest on long-term borrowings	(2	250)		(1,044)	(2,745)		(2,683)		(2,992)		(2,514)
Interest on deposits		(42)		(36)	(152)		(111)		(88)		(151)
Total interest expense	(2	292)		(1,080)	(2,897)		(2,794)		(3,080)		(2,665)
Provision for credit losses		(20)		(43)	(52)		(270)		(820)		(2,661)

Other income

Rental						
income on						
operating						
leases	445	441	1,785	1,667	1,648	1,902
Other	70	255	653	953	1,005	(335)