

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

**CIT GROUP INC.**

(Exact name of registrant as specified in its charter)

Delaware                      001-31369                      65-1051192

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(State or other                      (Commission                      (IRS Employer  
jurisdiction of                      File Number)                      Identification No.)  
incorporation)

505 Fifth Avenue  
New York, New York 10017  
(Address of registrant's principal executive office)

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

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))

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



**Section 8 Other Events**

**Item 8.01. Other Events.**

On June 12, 2009, Standard & Poor's Ratings Service announced that it had downgraded its ratings of CIT Group Inc. and on June 15, 2009, DBRS made a similar announcement. Standard & Poor's downgraded CIT's ratings, including CIT's counterparty credit rating, from BBB-/A-3 to BB-/B, and placed CIT on CreditWatch with negative implications. DBRS downgraded CIT's ratings from BBB (high)/R-2 (high) to BB (high)/R-4 (high), and the DBRS ratings remain Under Review with Negative Implications.

As a result of Standard & Poor's downgrade of CIT's ratings to below investment grade, certain vendors have a right to early terminate their finance program agreements with CIT. CIT has not received any notice of election to terminate from any of its vendor partners. If any vendor elects to exercise its right to early terminate its program with CIT, such termination is subject to cure and is not expected to affect origination volumes, asset levels or net income from any such program prior to the first or second quarter of 2010.

**Forward-Looking Statement**

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements (including statements regarding future financial and operating results) involve risks, uncertainties and contingencies, many of which are beyond CIT's control, which may cause actual results, performance, or achievements to differ materially from anticipated results, performance, or achievements. All statements contained in this document that are not clearly historical in nature are forward-looking, and the words anticipate, believe, expect, estimate, plan, and similar expressions are generally intended to identify forward-looking statements. Economic, business, funding market, competitive and/or regulatory factors, among others, affecting CIT's businesses are examples of factors that could cause actual results to differ materially from those described in the forward-looking statements. More detailed information about these factors are described in CIT's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2008. CIT is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

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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: June 18, 2009

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